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Division of Corporations

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To:
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From:
Account Name : ROGERS, TOWERS, BAILEY, ET AL
Account Number : 076666002273
Phone : (904) 398-3911
Fax Number : (904) 396-0663

EFFECTIVE DATE
12.31.08

MERGER OR SHARE EXCHANGE

Florida Title Group, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
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Merger
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No. 0042 P. 2/6

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**ARTICLES OF MERGER
OF
FLORIDA TITLE & PARTNERS, INC.
INTO
FLORIDA TITLE GROUP, INC.**

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DIVISION OF CORPORATIONS
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Pursuant to the provisions of Section 617.1105, Florida Statutes, the undersigned have adopted and executed these Articles of Merger which provide that:

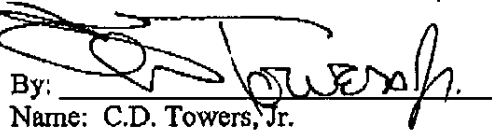
1. Florida Title & Partners, Inc., a Florida corporation, shall be merged with and into Florida Title Group, Inc., a Florida corporation, and Florida Title Group, Inc., shall be the surviving corporation.

2. The Plan of Merger, a copy of which is attached hereto as Exhibit A and made a part hereof, to effect the merger of Florida Title & Partners, Inc., with and into Florida Title Group, Inc., was unanimously adopted and approved by the board of directors of Florida Title Group, Inc. by written consent on December 29, 2008, and was unanimously adopted and approved by the board of directors and sole shareholder of Florida Title & Partners, Inc., by written consent on December 29, 2008.

3. The merger shall be effective at 11:59 p.m. on December 31, 2008.

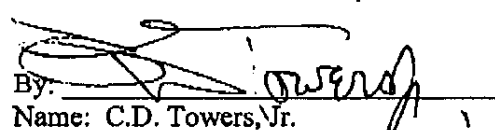
IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Florida Title Group, Inc., and Florida Title & Partners, Inc., by their authorized officers as of the 29th day of December, 2008.

FLORIDA TITLE & PARTNERS, INC.

By: 
Name: C.D. Towers, Jr.

Its: President

FLORIDA TITLE GROUP, INC.

By: 
Name: C.D. Towers, Jr.

Its: President

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Exhibit A

Plan of Merger

See attached.

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PLAN OF MERGER

This Plan of Merger, dated as of the 29th day of December, 2008, is for the merger of **FLORIDA TITLE & PARTNERS, INC.**, a Florida corporation, into **FLORIDA TITLE GROUP, INC.**, a Florida corporation, pursuant to Section 607.1101 et seq., Florida Statutes.

BACKGROUND

(1) All of the issued and outstanding shares of capital stock of **FLORIDA TITLE & PARTNERS, INC.** are owned by **FLORIDA TITLE GROUP, INC.**

(2) Economies of operation and savings in administrative expenses can be achieved by merging **FLORIDA TITLE GROUP, INC.** and **FLORIDA TITLE & PARTNERS, INC.** into a single corporation.

MERGER PROVISIONS

In accordance with the provisions of this Plan of Merger and the Florida Business Corporation Act, at the Effective Time (as defined below), **FLORIDA TITLE & PARTNERS, INC.** shall be merged into **FLORIDA TITLE GROUP, INC.** (the "Merger") and the separate corporate existence of **FLORIDA TITLE & PARTNERS, INC.** shall cease and **FLORIDA TITLE GROUP, INC.** (the "Surviving Corporation") shall continue its corporate existence as a Florida corporation pursuant to the laws of Florida (**FLORIDA TITLE GROUP, INC.** and **FLORIDA TITLE & PARTNERS, INC.** are herein collectively referred to as the "Constituent Corporations").

1. The Merger shall become effective as of 11:59 p.m. on December 31, 2008 or, if later, the date upon which Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").

2. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of each of the Constituent Corporations. The rights, privileges and

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immunities, powers, franchises and authority of a public as well as of a private nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed subject, however, to the limitations on the powers of **FLORIDA TITLE GROUP, INC.** imposed by its Articles of Incorporation and Florida law. The title to and any interest in all real and personal property vested in any of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

3. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of each of the Constituent Corporations existing as of the Effective Time.

4. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise, each issued and outstanding share of capital stock of **FLORIDA TITLE & PARTNERS, INC.** shall be cancelled without payment of any consideration and without any conversion.

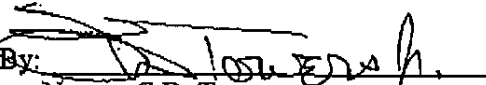
5. This Plan of Merger may be abandoned without approval of the shareholders of **FLORIDA TITLE GROUP, INC.** or **FLORIDA TITLE & PARTNERS, INC.** at any time prior to filing the Articles of Merger. The procedure for abandoning the Plan of Merger shall be the adoption of a resolution to abandon the merger by the Board of Directors of **FLORIDA TITLE GROUP, INC.** or **FLORIDA TITLE & PARTNERS, INC.** followed by written notice to the president of the other corporation party to the Merger.

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CERTIFICATION

FLORIDA TITLE GROUP, INC. hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors of **FLORIDA TITLE GROUP, INC.** on the 24th day of December, 2008.

FLORIDA TITLE GROUP, INC.

By: 
Name: C.D. Towers, Jr.
Title: President

FLORIDA TITLE & PARTNERS, INC. hereby certifies that the foregoing Plan of Merger was adopted and approved by the Board of Directors and sole shareholder of **FLORIDA TITLE & PARTNERS, INC.** on the 24th day of December, 2008.

FLORIDA TITLE & PARTNERS, INC.

By: 
Name: C.D. Towers, Jr.
Title: President

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