

Division of Corporations

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549355

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

To: Division of Corporations
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
ACE INFORMATION SERVICES, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$78.75 |

merger

6-2-99 DC

ARTICLES OF MERGER
Merger Sheet

MERGING:

FIRST AMERICAN MERGER CORPORATION, a Florida corporation,
P99000044141

INTO

ACE INFORMATION SERVICES, INC., a Florida corporation, 549355

File date: June 1, 1999

Corporate Specialist: Darlene Connell

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ARTICLES AND PLAN OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The exact name and jurisdiction of the Surviving Corporation is:

| <u>Name</u> | <u>Jurisdiction</u> |
|--------------------------------|---------------------|
| ACE Information Services, Inc. | Florida |

SECOND: The exact name and jurisdiction of the Merging Corporation is:

| <u>Name</u> | <u>Jurisdiction</u> |
|-----------------------------------|---------------------|
| First American Merger Corporation | Florida |

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THIRD: The terms and conditions of the merger are as follows:

Section 1. Effective Date

The effect and effective date of the merger provided for in this Agreement are as prescribed by law.

Section 2. Governing Law

The Surviving Corporation shall be governed by the laws of the State of Florida.

Section 3. Articles of Incorporation

The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date, subject to the right of the Surviving Corporation to amend its Articles of Incorporation in accordance with the laws of the State of Florida.

Section 4. Bylaws

The Bylaws of the Surviving Corporation shall be the Bylaws of the Surviving Corporation as in effect on the date of this Agreement.

Prepared by:

H990000131179

Robert J. Hutchins, Attorney Fla. Bar #: 435521
 P.O. Box 547607
 Orlando, FL 32854-7607 Tel: (407)645-2377
 Audit #: H990000131179

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Section 5. Cancellation of Shares

The outstanding shares of the Merging Corporation shall be canceled.

Section 6. Board of Directors and Officers

On the Effective Date, the members of the board of directors of the Surviving Corporation and its officers shall resign

Section 7. Effect of the Merger

On the Effective Date, the separate existence of the Merging Corporation shall cease (except insofar as continued by statute), and it shall be merged with and into the Surviving Corporation. All the property, real, personal, and mixed, of each of the corporations, and all debts due to either of them, shall be transferred to and vested in the Surviving Corporation, without further act or deed. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations, including liabilities to holders of dissenting shares, of each of the corporations, and any claim or judgment against any of the corporations may be enforced against the Surviving Corporation.

Section 8. General Provisions

At any time, and from time, after the Effective Date, each party will execute such additional instruments and take such action as may be reasonably requested by the other party to confirm or perfect title to any property transferred hereunder or otherwise to carry out the intent and purpose of this Agreement.

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FOURTH:

The manner and basis of converting the shares of the Merging Corporation into shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the Surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

Each share of capital stock of the Merging Corporation outstanding on the Effective Date (hereinafter the "Acquiror-Shares") will be converted by the shareholders of the Merging Corporation into and exchanged for one (1) share of the capital stock of the Surviving Corporation (hereinafter "Acquiror-Owned Target Shares"). On the Effective Date all of the shares of the Surviving Corporation common stock held by the shareholders of the Surviving Corporation prior to the Effective Date (hereinafter "Target Shares") shall be converted into the right to receive \$375,000 in cash and registered common shares, \$1 par value, of the stock of The First American Financial Corporation, the exact number which shall be determined in the manner set forth in the Letter Agreement between The First American Financial Corporation and ACE Information Services, Inc., dated May 12, 1999. All such Target Shares, when so converted, shall no longer be outstanding and shall automatically be canceled and retired. Each Acquiror-Owned Target Share issued and outstanding at and as of the Effective Date will remain issued and outstanding.

FIFTH:

The Plan of Merger was adopted by the board of directors and shareholders of the Surviving Corporation on May 14, 1999.

SIXTH:

The Plan of Merger was adopted by the board of directors and shareholders of Merging Corporation on May 14, 1999.

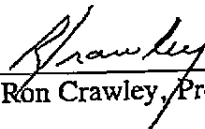
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IN WITNESS WHEREOF, we have made, subscribed and acknowledged these Articles of Merger effective as of this 4th day of May, 1999.

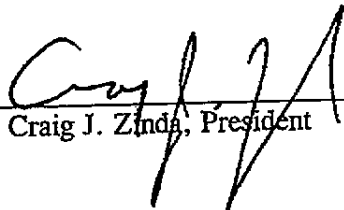
Surviving Corporation

**ACE INFORMATION SERVICES, INC.,
a Florida corporation**

By: 
Ron Crawley, President

Merging Corporation

**FIRST AMERICAN MERGER CORPORATION,
a Florida corporation**

By: 
Craig J. Zinda, President