

828349

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H09000189950 3)))



H090001899503ABC8

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

Please check on
this sent 8/26
after 5pm.
Never recieved
evidence or rejection
letter for this.
Confirmation
is attached.

MERGER OR SHARE EXCHANGE

FIRST AMERICAN TITLE INSURANCE COMPANY

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$113.75

RECEIVED
2009 AUG 31 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
2009 AUG 27 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

TRANSMISSION VERIFICATION REPORT

TIME : 08/26/2009 17:20
 NAME :
 FAX :
 TEL :
 SER.# : BRCK7J716814

DATE, TIME 08/26 17:19
 FAX NO./NAME 6176380
 DURATION 00:00:48
 PAGE(S) 05
 RESULT OK
 MODE STANDARD
 ECM

8/26/2009

<https://etile.sunbiz.org/scripts/etilecover.exe>

Help

Corporate Filing Menu

Electronic Filing Menu

Estimated Charge	\$113.75
Page Count	05
Certified Copy	1
Certificate of Status	0

FIRST AMERICAN TITLE INSURANCE COMPANY

MERGER OR SHARE EXCHANGE

From: Account Name : C T CORPORATION SYSTEM
 Account Number : PCA00000023
 Phone : (850) 222-1092
 Fax Number : (850) 878-5368

To: Division of Corporations
 Fax Number : (850) 617-6380

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

(Profit Corporations)

FILED
2009 AUG 27 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheets if necessary)

Name of Corporation

Typed or Printed Name of Individual & Title

Dennis J. Gilmore, President

John F. Jones President

James P. Gresson President

**Agreement and Plan of Merger
of
TransContinental Title Company, a Florida corporation, and TransContinental Escrow
Company, a Florida corporation,
with and into
First American Title Insurance Company, a California corporation**

1. Parties to the Merger; Surviving Entity. TransContinental Title Company, a Florida corporation ("TTC"), and TransContinental Escrow Company, a Florida corporation ("TEC") and First American Title Insurance Company, a California corporation ("First American"), intend to effect a merger (the "Merger") of TTC and TEC with and into First American in accordance with this Agreement and Plan of Merger (the "Plan of Merger") and the applicable provisions of the California Corporations Code ("CCC") and the Florida Statutes ("FS"). Upon completion of the Merger, TTC and TEC will cease to exist. First American, as the surviving entity after the Merger, is hereinafter sometimes referred to as the "Surviving Entity."

2. Terms and Conditions of the Merger. At the effective time of the Merger (the "Effective Time"), the effect of the Merger shall be as provided in the applicable provisions of the CCC and the FS. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, title to all property of TTC and TEC shall vest in the Surviving Entity and all liabilities and pending business of TTC and TEC shall become the liabilities and pending business of the Surviving Entity, and the Surviving Entity will take possession of all of the open and closed escrow files of TEC.

3. Conversion of Interests. At the Effective Time, by virtue of the Merger and without any action on the part of TTC, TEC, and First American or the holders of any of the following securities:

(i) The Common Stock of TTC and TEC issued and outstanding immediately before the Effective Time shall be canceled without consideration.

(ii) The shares of Common Stock of First American issued and outstanding immediately before the Effective Time shall remain outstanding and shall constitute the outstanding shares of Common Stock of the Surviving Entity.

4. Location of Principal Office of the Surviving Entity. The principal office of Surviving Corporation is located at 1 Santa Ana Way, Santa Ana, California 92707.

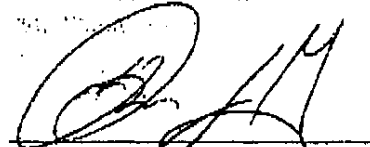
5. This plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of the State of California. Surviving Corporation owns all of the outstanding shares of TTC and TEC.

6. If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

[Signature page follows.]

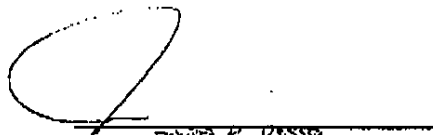
IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of August 25, 2009.

First American Title Insurance Company,
a California corporation



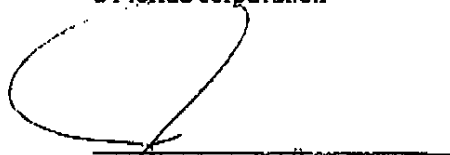
Name: Dennis J. Gilmore
Title: President

TransContinental Title Company
a Florida corporation



Name: Dennis E. Kessler
Title: President

TransContinental Escrow Company
a Florida corporation



Name: Dennis E. Kessler
Title: President