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Florida Department of State

Division of Corporations Public Access System

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: 08/26/2009 17:20

TRANSMISSION VERIFICATION REPORT

ARTICLES OF MERGER (Profit Corporations)

The following articles of merger are submit pursuant to section 607.1105, Florida Status		la Business Corporation Act,				
First: The name and jurisdiction of the sur	viving corporation:	LEE !				
Name	Jurisdiction	Document Number (If known/applicable) 828349				
First American Title Insurance Company	California	828349				
Second: The name and jurisdiction of each	merging corporation:	ON THE STATE OF TH				
Name	Jurisdiction	Document Number (If known/applicable)				
TransContinental Escrow Company	Florida	P03000032769				
TransContinental Title Company	Florida	L22848				
·····						
Third: The Plan of Merger is attached.						
Fourth: The merger shall become effective Department of State.	on the date the Articles of Merg	ger are filed with the Florida				
OR / 01 /2009 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)						
Fifth: Adoption of Merger by surviving c The Plan of Merger was adopted by the sha	orporation - (COMPLETE ONLY reholders of the surviving corpor	ONE STATEMENT) ration on August 11, 2009				
The Plan of Merger was adopted by the boa and shareholder	rd of directors of the surviving c approval was not required.	огротаціоп оп				
Sixth: Adoption of Merger by merging co. The Plan of Merger was adopted by the sha	rporation(s) (COMPLETE ONLY or reholders of the merging corpora	ONE STATEMENT) ition(s) on <u>August 2부</u> , 2009				
The Plan of Merger was adopted by the boa	rd of directors of the merging co approval was not required.	rporation(s) on				

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title		
First American Title Insurance Company	OFT	Dennis J. Gilmore, President		
TransContinental Escrow Company	7-1	ZONG & STEED	Monday	
TransContinental Title Company		STORUS P. ROSSO	Parison	
		(***)		
	<u></u>			

Agreement and Plan of Merger

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TransContinental Title Company, a Florida corporation, and TransContinental Escrow Company, a Florida corporation, with and into

First American Title Insurance Company, a California corporation

- 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. <u>Conversion of Interests</u>. 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. <u>Location of Principal Office of the Surviving Entity.</u> 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 President

Title:

TransContinental Title Company a Florida corporation

Name: Stores

Title: Pers Mis.

TransContinental Escrow Company a Florida corporation

Title: Para Beach