

FD1000006585

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Geotrac of America, Inc. merging into: Geotrac Holdings, Inc.

0

FILED
2002 JAN -2 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED
02 JAN -2 PM 12:24
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

1/2/02

Order#: 5012309

900004747419--3

-01/02/02--01055--022

Ref#: *****70.00 *****70.00

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

C. Coulliette JAN 02 2002

ARTICLES OF MERGER
Merger Sheet

MERGING:

GEOTRAC OF AMERICA, INC., a Florida corporation, M86460

into

GEOTRAC HOLDINGS, INC., a Delaware entity F01000006585

File date: January 2, 2002

Corporate Specialist: Cheryl Coulliette

FILED

2002 JAN -2 PM 2:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
GEOTRAC OF AMERICA, INC.
INTO
GEOTRAC HOLDINGS, INC.

Pursuant to the applicable provisions of Sections 607.1101 through 607.1107 of the Florida Statutes, the undersigned corporations hereby execute the following articles of merger and do hereby certify:

FIRST: That the name and state of organization of the surviving corporation of the merger is Geotrac Holdings, Inc., a Delaware corporation, and that following the merger its name will be Geotrac, Inc.

SECOND: That the name and state of organization of the merging corporation is Geotrac of America, Inc., a Florida corporation.

THIRD: That the executed Agreement and Plan of Merger is attached hereto as Exhibit A.


FOURTH: That the merger will become effective as of 1:00 p.m. eastern standard time on January 2, 2002.

FIFTH: That the Agreement and Plan of Merger was adopted by the board of directors of the surviving corporation on January 2, 2002 and shareholder approval was not required.

SIXTH: That the Agreement and Plan of Merger was adopted by the board of directors of the merging corporation on January 2, 2002 and that shareholder approval was not required.

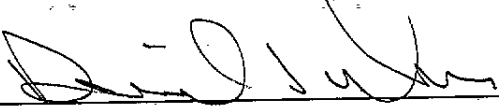
Date: January 2, 2002

GEOTRAC OF AMERICA, INC.

By: 
Daniel J. White, President

Date: January 2, 2002

GEOTRAC HOLDINGS, INC.

By: 
Daniel J. White, President

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Merger Agreement") is made and entered into this 2nd day of January, 2002 by Geotrac Holdings, Inc., a Delaware corporation (the "Surviving Corporation"), and Geotrac of America, Inc., a Florida corporation (the "Merged Corporation").

WHEREAS, the respective Boards of Directors of the Surviving Corporation and the Merged Corporation deem it advisable and in the best interests of the parties hereto, that the Merged Corporation be merged into the Surviving Corporation under the laws of the State of Florida in the manner provided therefor pursuant to the applicable sections of Chapter 607 of the Florida Statutes, including, without limitation, Sections 607.1107 and 607.1104 thereof, and pursuant to the provisions of Section 253 of the Delaware General Corporation Law.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the parties hereto agree to merge upon the terms and conditions below stated:

1. The parties hereto agree that the Merged Corporation will be merged into the Surviving Corporation (the "Merger").
2. The mode of carrying the Merger into effect will be as follows:
 - (a) At the Effective Time (as defined below), each issued and outstanding share of common stock of the Merged Corporation which will be outstanding at the Effective Time of the Merger, and all rights in respect thereof, will be canceled at the Effective Time and certificates representing such shares will be surrendered and canceled.
 - (b) At the Effective Time, each issued and outstanding share of common stock of the Surviving Corporation will remain outstanding and unchanged as a result of the Merger.
 - (c) The Articles of Merger will be filed with the State of Florida and the Certificate of Merger will be filed with the State of Delaware, and the Merger will become effective as of 1:00 p.m. eastern standard time on January 2, 2002 (the "Effective Time").
 - (d) At the Effective Time of the Merger, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the Merged Corporation will be transferred to, vested in, and devolve upon, the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Merged Corporation will be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Merged

Corporation, respectively. The Merged Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Merged Corporation acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Merged Corporation and the proper officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation or otherwise to take any and all such action.

3. By-Laws. The By-Laws of the Surviving Corporation as they exist at the Effective Time will be and remain the By-Laws of the Surviving Corporation until they are altered or amended as therein provided.

4. Board of Directors. The present member of the Board of Directors of the Surviving Corporation will continue to serve as such until his successor or successors are duly elected or designated after the Merger.

5. Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation as amended and as it exists at the Effective Time will be and remain the Certificate of Incorporation of the Surviving Corporation until it is amended or canceled.

6. Name. The name of the Surviving Corporation will be: Geotrac, Inc.

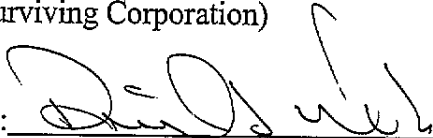
7. Principal Office. The location of the principal office of the Surviving Corporation will be 3900 Laylin Road, Norwalk, Ohio 44857-9205.

8. Right to Dissent. The statement contained in this Section 8 is provided pursuant to Section 607.1104(1)(b)(4) of the Florida Statutes. The Surviving Corporation, in its capacity as the sole stockholder of the Merged Corporation before the Effective Time (and who, except for the applicability of Section 607.1104 of the Florida Statutes, would be entitled to vote to approve the Merger), may be entitled, if it complies with the applicable provisions of Chapter 607 of the Florida Statutes regarding the rights of dissenting shareholders, including, without limitation, Section 607.1302 thereof, to be paid the fair value of its shares should it choose to dissent from the Merger pursuant to Section 607.1320 of the Florida Statutes.

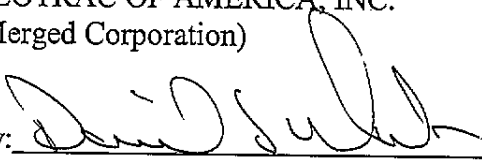
9. Termination. The respective Boards of Directors of the Surviving Corporation and the Merged Corporation will have the power in their discretion to abandon the Merger provided for herein prior to the filing of the Certificate of Merger, Articles or Merger, or other appropriate certificate with the office of the Secretary of States of Florida and Delaware.

IN WITNESS WHEREOF, the parties hereto have caused their respective names to be signed hereto by their officers, duly authorized by their respective Boards of Directors.

GEOTRAC HOLDINGS, INC.
(Surviving Corporation)

By: 
Daniel J. White, President

GEOTRAC OF AMERICA, INC.
(Merged Corporation)

By: 
Daniel J. White, President