

F08020002322

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

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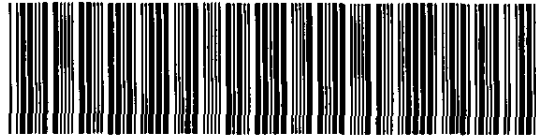
(Business Entity Name)

(Document Number)

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07/30/08--01005--009 **105.00

EFFECTIVE DATE
08-01-08

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

08 JUL 30 AM 11:02

RECEIVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JUL 30 AM 11:14

merger

C. Couffette JUL 30 2008

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Stewart Title Company
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Harold Hickman
(Contact Person)

Stewart Title Company
(Firm/Company)

3401 W Cypress Street
(Address)

Tampa Florida 33607
(City/State and Zip Code)

For further information concerning this matter, please call:

Mark Johnson At (813) 876-0619
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

08 JUL 30 AM 11:14
FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Stewart Title Company</u>	<u>Texas</u>	<u>F08000002322</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Allied Title Insurance Agency, Inc.</u>	<u>Florida</u>	<u>S67640</u>
<u>1405 Cape Coral, Inc.</u>	<u>Florida</u>	<u>P95000026528</u>
<u>dba Bay Title Services</u>	_____	_____
_____	_____	_____
_____	_____	_____

08-01-08

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR August / 1 / 2008 (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 corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on July 2, 2008 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on July 2, 2008 and shareholder approval was not required.

(Attach additional sheets if necessary)

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Stewart Title Company</u>	<u>Texas</u>

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Allied Title Insurance Agency, Inc</u>	<u>Florida</u>
<u>1405 Cape Coral, Inc.</u>	<u>Florida</u>
<u>dba Bay Title Services</u>	

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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 are as follows:

All issued and outstanding shares of the subsidiaries will be cancelled as part of the merger. Since the parent is the sole shareholder of both subsidiaries, no additional shares of the parent will be issued.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

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.

Other provisions relating to the merger are as follows:

N/A