

F08000002322

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

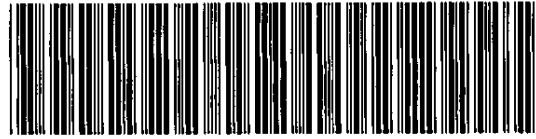
(Business Entity Name)

(Document Number)

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RECEIVED  
08 JUL 30 AM 11:01  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

M. THOMAS

JUL 30 2008

EXAMINER



**MARK G. JOHNSON**  
Vice President  
Florida Claims &  
Underwriting Counsel

3401 West Cypress Street  
Tampa, FL 33607  
813-876-0619  
813-879-2190 fax  
majohnso@stewart.com  
www.stewart.com  
NYSE: STC

VIA FEDERAL EXPRESS

July 28, 2008

Mr. David Zein-Eldin  
Stewart Title of Tallahassee  
3301 Thomasville, Suite 202  
Tallahassee, FL 32312

Re: Merger Documents and Checks

Dear David:

Enclosed please find the merger document regarding Midwest Title and the merger document for Allied Title and 1405 Cape Coral, Inc., dba Bay Title Services. In addition, there are two checks. One in the amount of \$105.00 and the other in the amount of \$60.00 made payable to the Florida Department of State. As we discussed, please hand deliver these merger documents to the Florida Department of State and then e-mail to me the filed copies.

Once again, thanks for your help in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "M.G. Johnson".

Mark G. Johnson

MGJ/fmg

cc: Susanne Hawkins

Enclosures

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Stewart Title Company  
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

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 and Daytime Telephone Number)

Certified copy (optional) \$30.00

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Midwest Title Guarantee Company of Florida, LLC	Florida	Limited Liability Company
L04-83310		

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Stewart Title Company	Texas	Corporation
F08-2322		

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Aug 1, 2008

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Stewart Title Company

1980 Post Oak Blvd Suite 800

Houston Texas 77056

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address:

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Stewart Title Company	✓ <i>Max Crisp</i>	MAX CRISP EXECUTIVE VICE PRESIDENT
Midwest Title Guarantee Company of Florida, LLC	✓ <i>Max Crisp</i>	MAX CRISP EXECUTIVE VICE PRESIDENT STEWART TITLE COMPANY SOLE MEMBER OF MIDWEST TITLE GUARANTEE COMPANY OF FLORIDA, LLC.

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** For each Limited Liability Company: \$25.00  
 For each Corporation: \$35.00  
 For each Limited Partnership: \$52.50  
 For each General Partnership: \$25.00  
 For each Other Business Entity: \$25.00

**Certified Copy (optional):** \$30.00

**PLAN OF MERGER**

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Midwest Title Guarantee Company of Florida, LLC	Florida	Limited Liability Company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Stewart Title Company	Texas	Corporation

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

The merger shall become effective on August 1, 2008

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*(Attach additional sheet if necessary)*

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

All membership interests of the merging party will be cancelled as part of the merger. Since the merging party is a wholly owned subsidiary of the surviving party, no new shares of the surviving party will be issued as part of the merger.

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*(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

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*(Attach additional sheet if necessary)*



**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

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*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

N/A

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*(Attach additional sheet if necessary)*