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*Kimberly Moret v.2949*

**MERGER OR SHARE EXCHANGE**

**Fidelity Realty & Appraisal Service, Inc.**

Certificate of Status	0
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Merger  
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## ARTICLES OF MERGER

(Profit 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)
National City DND, Inc.	Delaware	2818962

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
Fidelity Realty & Appraisal Service, Inc.	Florida	F55283

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 4 / 30 / 07 (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 April 18, 2007

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 March 22, 2007

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

**National City DND, Inc.**

**Fidelity Realty & Appraisal**

Service, Inc.

**Peter E. Rathbun, President**

**Daniel F. Turk, President**

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Exhibit APlan of Merger and Agreement

This Plan of Merger and Agreement (this "Agreement") is entered into as of April 19, 2007 by and between Fidelity Realty & Appraisal Service, Inc. and National City DND, Inc.

(a) Fidelity Realty & Appraisal Service, Inc., a Florida corporation, shall merge (the "Merger") with and into National City DND, Inc., a Delaware corporation, in a transaction in which the separate corporate existence of Fidelity Realty & Appraisal Service, Inc. shall thereupon cease, and National City DND, Inc. shall be the surviving corporation.

(b) From and after the effective time (defined below) of the Merger, the Merger shall have the effects specified in the Delaware General Corporation Act. Without limiting the generality of the foregoing, National City DND, Inc. shall be the surviving corporation (sometimes referred to herein as, the "Surviving Corporation") in the Merger and shall continue to be governed by the laws of the State of Delaware, and the separate corporate existence of Fidelity Realty & Appraisal Service, Inc. and all of its rights, privileges, powers and franchises, public as well as private, and all its debts, liabilities and duties as a corporation organized under the Florida Statutes, shall continue unaffected by the Merger.

(c) The Merger shall become effective on April 30, 2007 (the "Effective Time").

(d) The name of the Surviving Corporation is "National City DND, Inc."

(e) The articles of incorporation and amended and restated bylaws of National City DND, Inc. in effect immediately prior to the Effective Time shall be the articles of incorporation and amended and restated bylaws of National City DND, Inc., until amended in accordance with applicable law.

(f) The board of directors and officers of National City DND, Inc. immediately prior to the Effective Time shall be the board of directors and officers, respectively, of the Surviving Corporation, from and after the Effective Time, until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the terms of the Surviving Corporation's certificate of organization and amended and restated operating agreement and the Delaware General Corporation Act. The directors are John D. Bollman, National City Mortgage Services Co., 3232 Newmark Drive, Miamisburg, Ohio 45342 and Peter E. Raskind, National City Bank, 1900 East Ninth Street, Cleveland, Ohio 44114.

(g) The sole shareholder of the Surviving Corporation whose shares were outstanding immediately before the Effective Time shall hold the same number of shares, with identical designations, preferences, limitations and relative rights, immediately after. The shares that were outstanding immediately before the Effective Time shall disappear and not convert into shares of the Surviving Corporation.