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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(Business Entity Name)

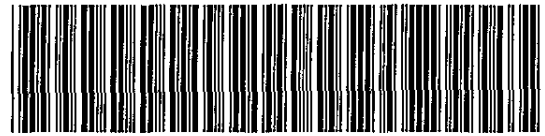
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April 6, 2005

Department of State
Division of Corporations
409 E. Gains Street
Tallahassee, Florida 32399

Re: Filing of Articles of Merger

Dear Sir or Madam:

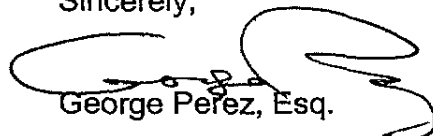
Enclosed you will find the following document for filing:

- 1) Original and copy of Articles of Merger of MGS Holding Company, LLC into Southern Title Holding Company, LLC w/ supporting Plan of Merger
- 2) Original and copy of Articles of Merger of Southern Title Information Services, LLC into Southern Title Holding Company, LLC w/ supporting Plan of Merger

Please file these documents and return them to our office in the enclosed self-addressed stamped envelope. In addition, we have enclosed a firm check in the amount of \$70.00 for payment of the fees related to the filing of these documents.

Call our office if you have any questions.

Sincerely,



George Perez, Esq.

Encl.

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Department of State
Division of Corporation
Attention: Agnes Lunt
409 E. Gaines Street
Tallahassee, Florida 32399

**Re: Merger of MGS Holding Company to
Southern Title Holding Co/Articles of Merger
Balance Due for Filing**

Dear Ms. Lunt:

Enclosed please find our check in the amount of \$30.00 for the balance due in filing the Articles of Merger sent to your office on April 6, 2005 in regard to the above-mentioned matter.

Should you have further questions, please do not hesitate to give us a call.

Sincerely,



Mrs. Judy Rish
Legal Assistant to George Perez, Esquire

/jrr
Enclosure

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TALLAHASSEE, FLORIDA

April 12, 2005

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ARTICLES OF MERGER

of

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MGS HOLDING COMPANY, LLC, a Florida Limited Liability Company

with and into

SOUTHERN TITLE HOLDING COMPANY, LLC, a Florida Limited Liability Company

The following Articles of Merger are being submitted in accordance with Section 608.4382, Florida Statutes. The undersigned limited liability companies enter into these Articles of Merger by which MGS HOLDING COMPANY, LLC, a Florida Limited Liability Company ("The Merging Party") will be merged with and into SOUTHERN TITLE HOLDING COMPANY, LLC, a Florida Limited Liability Company ("the Surviving Party") in accordance with a Plan of Merger entered into pursuant to Section 608.438, Florida Statutes (attached as Exhibit A hereto), and the undersigned limited liability companies hereby certify the following:

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	MGS HOLDING COMPANY, LLC 2335 Beville Road Daytona Beach, Florida 32119	Florida	Limited Liability Company

Florida Document/Registration Number: L00000007786 FEI Number: 593662314

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	SOUTHERN TITLE HOLDING COMPANY, LLC 2335 Beville Road Daytona Beach, Florida 32119	Florida	Limited Liability Company

Florida Document/Registration Number: L00000009017 FEI Number: 593667114

THIRD: The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608 Florida Statutes.

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FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to this merger.

FIFTH: The merger shall become effective as of:

The date of the Articles of Merger are filed with the Florida Department of State.

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of Florida, including without limitation Chapter 608.

SEVENTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
MGS HOLDING COMPANY, LLC		Shelley Stewart, President of MGS HOLDING COMPANY, LLC.
SOUTHERN TITLE HOLDING COMPANY, LLC		Shelley Stewart, President of Southern Title Holding Company, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

PLAN OF MERGER

This Plan of Merger ("the Plan"), is adopted and approved this 28th day of February, 2005 by and among:

MGS HOLDING COMPANY, LLC, a Florida Limited Liability Company ("the Merging Party")

with and into

SOUTHERN TITLE HOLDING COMPANY, LLC, a Florida Limited Liability Company ("the Surviving Party").

BACKGROUND

The Merging Party and the Surviving Party (sometimes collectively referred to as the "Constituent Companies") have adopted and approved this Plan in accordance with Section 608.4381, Florida Statutes and their respective Members believe that it in the best interest of the Constituent Companies to merge in accordance with the terms and conditions hereinafter set forth pursuant to Section 608.438, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	MGS HOLDING COMPANY, LLC 2335 Beville Road Daytona Beach, Florida 32119	Florida	Limited Liability Company

Florida Document/Registration Number: L00000007786 FEI Number: 593662314

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	SOUTHERN TITLE HOLDING COMPANY, LLC 2335 Beville Road Daytona Beach, Florida 32119	Florida	Limited Liability Company

Florida Document/Registration Number: L00000009017 FEI Number: 593667114

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

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The Merging Party shall merge with and into the Surviving Party, which shall survive the merger. The effective date of the merger shall be the date on which the Articles of Merger are filed in the offices of the Secretary of State, State of Florida.

Upon the effective date of the merger, the separate existence of the Merging Party shall cease, and the Merging Party shall be merged in accordance with the provisions of this Plan into the Surviving Party, which shall survive such merger, and shall continue in existence and shall, without other transfer, succeed to and possess all of the rights, privileges, immunities, powers and purposes of each of the Constituent Companies consistent with the Articles of Organization and Regulations of the Surviving Party, and all property, real, personal, and mixed, causes of action, and every other asset of each of the Constituent Companies shall vest in the Surviving Party without further act or deed, and the Surviving Party shall assume and be liable for all of the liabilities, obligations and penalties of each of the Constituent Companies. No liability or obligation against any of the Constituent Companies shall be released or impaired by such merger. No action, or proceeding, civil or criminal, then pending by or against any of the Constituent Companies shall abate or be discontinued by such merger but may be enforced, prosecuted, settled, or compromised as if such merger had not occurred, or the Surviving Party may be substituted in such action in place of any of the Constituent Companies. To the extent permitted by law, from time to time, as and when requested by the Surviving Party or by its successors and assigns, the Merging Parties shall execute and deliver or cause to be executed and delivered all such deeds and instruments and shall take or cause to be taken, such further or other actions as the Surviving Party shall deem necessary or desirable in order to vest in and confirm to the Surviving Party title to, and possession of, all property of the Merging Parties acquired or to be acquired by reason of or as a result of the merger herein provided. The proper officers and managers of the Merging Parties and the proper officers and managers of the Surviving Party are fully authorized, in the name of the Surviving Company or otherwise, to undertake or cause to be taken by any and all such action.

FOURTH: Upon the effective date of the merger provided for herein, the Articles of Organization and the Regulations of the Surviving Party shall remain the Articles of Organization and Regulations of the Surviving Party, until altered, amended or repealed.

FIFTH: Upon the effective date of the merger provided for herein, all outstanding membership interests of the Merging Party outstanding as of the effective date hereof shall, by virtue of the merger and without any action on part of the holder thereof, shall be cancelled and the members of the Surviving Party shall retain the same ownership interest in and to the Surviving Party in the same percentage and proportions as such members held prior to the effective date of the merger. Nothing in this Plan or the merger is intended to alter or change in any way the percentage ownership interests of the members in the Surviving Party and no additional ownership interests, cash, securities or real or personal property of any kind or nature whatsoever shall be distributed to the members of the Surviving Party in respect of the merger.

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SIXTH: The Surviving Entity shall be Manager managed, and the names and addresses of the managers are as follows:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Address</u>
1. Morteza Hosseini-Kargar	2379 Beville Road, Daytona Beach, FL 32119
2. Charlene Irland	2379 Beville Road, Daytona Beach, FL 32119
3. L. Gale Lemerand	2335 Beville Road, Daytona Beach, FL 32119
4. Harold Hickman	3401 W. Cypress St., Ste. 202, Tampa, FL 33607
5. Jimmy Hickman	3401 W. Cypress St., Ste. 202, Tampa, FL 33607
6. Kurt Blass	3401 W. Cypress St., Ste. 202, Tampa, FL 33607
7. Cindy Jones	2379 Beville Road, Daytona Beach, FL 32119

SEVENTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
MGS HOLDING COMPANY, LLC		Shelley Stewart, President of MGS Holding Company, LLC
SOUTHERN TITLE HOLDING COMPANY, LLC		Shelley Stewart, President of Southern Title Holding Company, LLC