

DEC-30-02 11:05 AM FRM-ASF 11/11/02 43810 T-932 P 01/05 F-013
L02000034827

FILED

2002 DEC 30 AM 8:54

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000241983 4))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : AKERMAN SENTERFITT & EIDSON
Account Number : 076656002425
Phone : (407)843-7860
Fax Number : (407)843-6610

EFFECTIVE DATE

01/01/03

MERGER OR SHARE EXCHANGE

ADNORAM TITLE COMPANY, LLC

RECEIVED

02 DEC 30 AM 11:05

DIVISION OF CORPORATIONS

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$96.25

FILED
2002 DEC 30 AM 8:54
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

ADNORAM TITLE COMPANY, INC. A FLORIDA ENTITY, #P99000013659

,

INTO

ADNORAM TITLE COMPANY, LLC, a Florida entity, L02000034827

File date: December 30, 2002, effective January 1, 2003

Corporate Specialist: Joey Bryan

(((H02000241983 4)))

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382 and/or 620.203, 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. Adnoram Title Company, Inc. 200 West First Street Sanford, Florida 32771	Florida	Corporation

Florida Document/Registration Number: P99000013659 FEI Number: 59-3569467

2. Adnoram Title Company, LLC 200 West First Street Sanford, Florida 32771	Florida	Limited Liability Co.
--	---------	-----------------------

Florida Document/Registration Number: L02000034827 FEI Number: Applied for.

~~EFFECTIVE DATE~~
01/01/03

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>
Adnoram Title Company, LLC 200 West First Street Sanford, Florida 32771	Florida	Limited Liability Co.

Florida Document/Registration Number: L02000034827 FEI Number: Applied for.

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.483, 617.1103 and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620 Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

(((H02000241983 4)))

(((H02000241983 4)))

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205 and/or 608.4384, Florida Statutes.

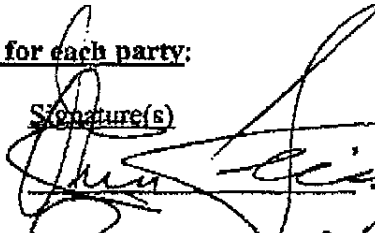
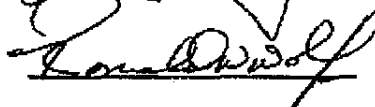
SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

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

NINTH: The merger shall become effective as of January 1, 2003.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: Signatures for each party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed/Printed Name/Title</u>
Adnoram Title Company, Inc.		Russell Heinle, President
Adnoram Title Company, LLC		Ronald W. Wolf, Vice President Maronda Homes, Inc. of Florida, Member

FILED
DEC 30 AM 8:5
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

(((H02000241983 4)))

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381 and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.204, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Adnoram Title Company, Inc.	Florida
Adnoram Title Company, LLC	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Adnoram Title Company, LLC	Florida

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

Persons who are directors of Adnoram Title Company, Inc. on the effective date of the merger shall be and remain and continue to be directors of Adnoram Title Company, LLC ("LLC"); such directors shall hold office until the expiration of their elected term after the effective date of the merger and until their respective successors are elected or appointed in the manner provided in the operating agreement of the LLC.

All persons who, upon the effective date of the merger, shall be executive or administrative officers of Adnoram Title Company, Inc. shall be and remain and continue to be the executive or administrative officers of Adnoram Title Company, LLC. Additional officers may be elected or appointed as provided in the operating agreement of the LLC.

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

On the effective date of the merger, each share of common stock of Adnoram Title Company, Inc., \$.01 par value, issued and outstanding immediately prior to the effective date by virtue of the merger and without any action on the part of the holder thereof, shall be converted into one-tenth (1/10) of a membership interest.

((H02000241983 4)))

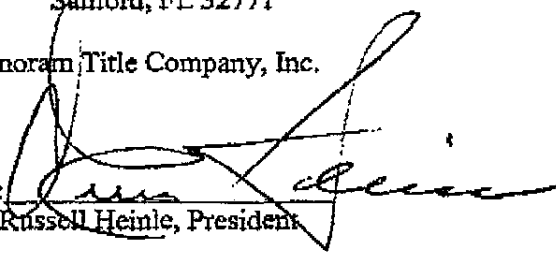
FIFTH: The names and addresses of the managing members are as follows:

Maronda Homes, Inc. of Florida
202 Park West Dr.
Pittsburgh, PA 15275

Kampf Title and Guaranty Corporation
200 West First Street
P. O. Box 1359
Sanford, FL 32771

Adnoram Title Company, Inc.

By:


Russell Heinle, President

Adnoram Title Company, LLC

By: Maronda Homes, Inc. of Florida
Member

By:


Ronald W. Wolf, Vice President

FILED
2002 DEC 30 AM 8:54
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

((H02000241983 4)))