

L03000026992

Division of Corporations

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Account Name : WILLIAMS SCHIFINO ANGIONE & STEADY, P.A.
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MERGER OR SHARE EXCHANGE

Allied Title Agency, LLC

Certificate of Status	0
Certified Copy	1
Page Count	07
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Steven M. Samaha

January 30, 2006

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Allied Title Agency, LLC

Dear Sir or Madam:

Please accept for filing the attached Certificate of Merger. Associated fees have been paid electronically.

Please return all correspondence concerning this matter to:

Lina Angelici, Esq.
Williams Schifino Mangione & Steady, P.A.
One Tampa City Center, Suite 2600
Tampa, FL 33602

For further information concerning this matter please call the undersigned at (813) 221-2626.

Very truly yours,


Lina Angelici, Esq.

LA/mc
Enclosures

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SECRETARY OF STATE
FLORIDA

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**CERTIFICATE OF MERGER
OF
FLORIDA TITLE OF MARION COUNTY, LLC
OCEANFRONT TITLE, LLC
INSURED LAND TITLE OF NORTH FLORIDA, LLC
AND
ALLIED TITLE AGENCY, LLC**

THIS CERTIFICATE OF MERGER (this "Certificate") is submitted for filing in connection with a merger of four (4) domestic limited liability companies in accordance with Section 608.4382 of the Florida Statutes (the "Merger").

FIRST: The exact name of each merging party (individually, a "Merging Company," and collectively the "Merging Companies") is as follows:

Florida Title of Marion County, LLC
Oceanfront Title, LLC
Insured Land Title of North Florida, LLC

SECOND: The exact name of the surviving party (the "Surviving Company") is as follows:

Allied Title Agency, LLC

THIRD: The Plan of Merger, attached hereto as Exhibit A and incorporated herein by reference, was duly approved by each of the domestic limited liability companies that is a party to the Merger, in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

FOURTH: The effective date of the Merger ("Effective Date") shall be the date this Certificate is filed by the Florida Department of State.

FIFTH: The Surviving Company agrees to pay to any members of the parties to the Merger having appraisal rights the amount to which such members may be entitled under Sections 608.4351-608.43595 of the Florida Statutes.

Signature Page Follows

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IN WITNESS WHEREOF, the undersigned duly authorized officer of the Managing Member of the parties has executed this Certificate on the 30th day of January 2006.

FLORIDA TITLE OF MARION COUNTY, LLC
By First American Affiliates, Inc.,
Its Managing Member

By: 
Michael LaRosa, Its Vice President

OCEANFRONT TITLE, LLC
By First American Affiliates, Inc.,
Its Managing Member

By: 
Michael LaRosa, Its Vice President

INSURED LAND TITLE OF NORTH FLORIDA, LLC
By First American Affiliates, Inc.,
Its Managing Member

By: 
Michael LaRosa, Its Vice President

ALLIED TITLE AGENCY, LLC
By First American Affiliates, Inc.,
Its Managing Member

By: 
Michael LaRosa, Its Vice President

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PLAN OF MERGER

This Plan of Merger was adopted and approved by each party to the Merger (defined below) in accordance with Section 608.4381 of the Florida Statutes, and is being submitted to the Florida Department of State for filing in accordance with Section 608.438.

FIRST: The exact name, form of entity, and jurisdiction of each merging entities are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Florida Title of Marion County, LLC	Florida	LLC
Oceanfront Title, LLC	Florida	LLC
Insured Land Title of North Florida, LLC	Florida	LLC

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Allied Title Agency, LLC	Florida	LLC

THIRD:

A. Florida Title of Marion County, LLC ("FLA"), Oceanfront Title, LLC ("OCF"), and Insured Land Title of North Florida, LLC ("INLD") shall be merged with and into Allied Title Agency, LLC ("Allied") (the "Merger");

B. All of the right, title and interest in and to the assets and liabilities of FLA immediately prior to the Merger shall be assigned to and assumed by Allied;

C. All of the right, title and interest in and to the assets and liabilities of OCF immediately prior to the Merger shall be assigned to and assumed by Allied;

D. All of the right, title and interest in and to the assets and liabilities of INLD immediately prior to the Merger shall be assigned to and assumed by Allied;

E. The separate existences of FLA, OCF, and INLD (the "Merging Companies") shall cease; and

F. Allied shall continue as the surviving entity of the Merger (hereinafter, the "Surviving Company").

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FOURTH:

A. The manner and basis of converting interests of the Merging Companies into interests of the Surviving Company shall be as follows:

- (i) Each Additional Member Unit of FLA that is issued and outstanding immediately prior to the effective time of the Merger shall be cancelled and retired, and all rights in respect thereof shall cease to exist, except for the right of the holders thereof to receive, in exchange therefor, approximately 8.75 Additional Member Units in the Surviving Company;
- (ii) Each Additional Member Unit of OCF that is issued and outstanding immediately prior to the effective time of the Merger shall be cancelled and retired, and all rights in respect thereof shall cease to exist, except for the right of the holders thereof to receive, in exchange therefor, approximately 21.25 Member Units in the Surviving Company;
- (iii) Each Additional Member Unit of INLD that is issued and outstanding immediately prior to the effective time of the Merger shall be cancelled and retired, and all rights in respect thereof shall cease to exist, except for the right of the holders thereof to receive, in exchange therefor, approximately 12.5 Member Units in the Surviving Company;
- (iv) Each Additional Member Unit of Allied that is issued and outstanding immediately prior to the effective time of the Merger shall be cancelled and retired, and all rights in respect thereof shall cease to exist, except for the right of the holders thereof to receive, in exchange therefor, approximately 31.25 Member Units in the Surviving Company; and
- (v) All of the Managing Member Units of the Merging Companies and the Surviving Company (collectively, the "Constituent Companies") that are issued and outstanding immediately prior to the Effective Time of the Merger, shall be cancelled and retired, and all rights in respect thereof shall cease to exist, except for the right of the Managing Member of the Constituent Companies to receive, in exchange therefor, an aggregate of 2,000 Managing Member Units in the Surviving Company.

B. Any other interests or other securities of any of the Constituent Companies that have been granted, whether vested or unvested, shall be cancelled and cease to exist as of the effective time of the Merger.

FIFTH: The effects of the Merger shall be as provided under the provisions of applicable law. Without limiting the generality of the foregoing, and subject thereto, as of the Effective Time, the Merger shall have the following effects:

A. The Articles of Organization of Allied, as in effect at the Effective Time of the Merger, shall be the Articles of Organization of the Surviving Company, without change or

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amendment, until such time, if ever, as they are amended thereafter in accordance with the provisions thereof and applicable laws;

B. The Form of Amended and Restated Operating Agreement of the Surviving Company as approved by the members of the Constituent Companies, shall become the operating agreement of the Surviving Company until such time, if ever, as it is amended thereafter in accordance with the provisions thereof and applicable laws;

C. The Managing Member of Allied at the Effective Time shall be the Managing Member of the Surviving Company;

D. The name of the Surviving Company shall be "Allied Title Agency, LLC";

E. The respective securities transfer books of Merging Companies shall be deemed closed, and no transfer of Additional Member Units of the Merging Companies shall thereafter be made or consummated; and

F. It is intended by the Constituent Companies that the Merger transaction shall constitute a tax free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

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