

Division of Corporations

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Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

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From:

Account Name : WILLIAMS SCHIFINO ANGIONE & STEADY, P.A.  
Account Number : I20000000216  
Phone : (813) 221-2626  
Fax Number : (813) 221-7335

MERGER OR SHARE EXCHANGE

ARM Title, LLC

Certificate of Status	0
Certified Copy	1
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\$105.00

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**WILLIAMS ♦ SCHIFINO**  
WILLIAMS SCHIFINO MANGIONE & STEADY P.A.  
ATTORNEYS AT LAW

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TALLAHASSEE, FLORIDA

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—  
Of Counsel

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Scott W. Funcher

Steven M. Samaha

January 26, 2006

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

Re: ARM Title, 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

12344-157642

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One Tampa City Center, Suite 2600 ♦ Tampa, Florida 33602 ♦ P.O. Box 380 (33601) ♦ (813) 221-2626 ♦ Fax (813) 221-7335

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CERTIFICATE OF MERGER  
OF  
AADVANTAGE TITLE, LLC  
NORTHEAST FLORIDA TITLE, LLC  
AND  
ARM TITLE, LLC

2005 JAN 27 A 9 23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS CERTIFICATE OF MERGER (this "Certificate") is submitted for filing in connection with a merger of three (3) 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:

Aadvantage Title, LLC  
Northeast Florida Title, LLC

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

ARM Title, 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 26<sup>th</sup> day of January 2006.

CLERK OF COURT  
TALLAHASSEE, FLORIDA

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

By:   
Michael LaRosa, Its Vice President

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

By:   
Michael LaRosa, Its Vice President

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

By:   
Michael LaRosa, Its Vice President

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**FILED****PLAN OF MERGER**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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>
Aadvantage Title, LLC	Florida	LLC
Northeast Florida Title, 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>
ARM Title, LLC	Florida	LLC

**THIRD:**

A. Aadvantage Title, LLC ("ADV") and Northeast Florida Title, LLC ("NEF") shall be merged with and into ARM Title, LLC ("ARM") (the "Merger");

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

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

D. The separate existences of ADV and NEF (the "Merging Companies") shall cease; and

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

**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 ADV 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

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thereof to receive, in exchange therefor, approximately 23.3 Additional Member Units in the Surviving Company;

- (ii) Each Additional Member Unit of NEF 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 15.8 Member Units in the Surviving Company;
- (iii) Each Additional Member Unit of ARM 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 36.25 Member Units in the Surviving Company; and
- (iv) All of the Managing Member Units of ADV, NEF, and ARM 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 ADV, NEF and ARM 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 Merged Companies and/or the Surviving Company 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 ARM, as in effect at the Effective Time of the Merger, shall be the Articles of Organization of the Surviving Company, without change or 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 Merging Companies and the Surviving Company, 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 ARM at the Effective Time shall be the Managing Member of the Surviving Company;

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

TOTAL P.007

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

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