

LD4000026015

Division of Corporations

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Florida Department of State
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From: Account Name : WILLIAMS SCHIFINO ANGLIONE & STEADY, P.A.
Account Number : I20000000216
Phone : (813) 221-2626
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STATE
TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

C-3 Title, LLC

Certificate of Status	0
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January 26, 2006

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

Re: C-3 Title, LLC

Dear Sir or Madam:

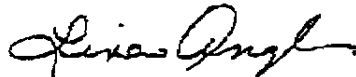
Please accept for filing the attached Certificate of Merger. Associated fees have been paid electronically.

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

12544-157749

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF MERGER
OF
GULF COAST PREFERRED PROPERTIES, LLC
GULF BEACH TITLE, LLC
CASCADE TITLE PARTNERS, LLC
APEX TITLE PARTNERS, LLC
SELECT TITLE ASSOCIATES OF ORLANDO, LLC
AND
C-3 TITLE, LLC

THIS CERTIFICATE OF MERGER (this "Certificate") is submitted for filing in connection with a merger of six (6) 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:

Gulf Coast Preferred Properties, LLC L03000045342
Gulf Beach Title, LLC L04000067529
Cascade Title Partners, LLC L05000041641
Apex Title Partners, LLC L04000080308
Select Title Associates of Orlando, LLC L03000021628

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

C-3 Title, LLC L04000026015

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 26th day of January 2006.


GULF COAST PREFERRED PROPERTIES, LLC
By First American Affiliates, Inc.,
Its Managing Member

By: 
Michael LaRosa, Its Vice President

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

By: 
Michael LaRosa, Its Vice President

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

By: 
Michael LaRosa, Its Vice President


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

By: 
Michael LaRosa, Its Vice President

SELECT TITLE ASSOCIATES OF ORLANDO, LLC
By First American Affiliates, Inc.,
Its Managing Member

By: 
Michael LaRosa, Its Vice President

C-3 TITLE, 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>
Gulf Coast Preferred Properties, LLC	Florida	LLC
Gulf Beach Title, LLC	Florida	LLC
Cascade Title Partners, LLC	Florida	LLC
Apex Title Partners, LLC	Florida	LLC
Select Title Associates of Orlando, 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>
C-3 Title, LLC	Florida	LLC

THIRD:

A. Gulf Coast Preferred Properties, LLC ("GCP"), Gulf Beach Title, LLC ("GBT"), Cascade Title Partners, LLC ("Cascade"), Apex Title Partners, LLC ("Apex"), and Select Title Associates of Orlando, LLC ("Select") shall be merged with and into C-3 Title, LLC ("C-3") (the "Merger");

B. All of the right, title and interest in and to the assets and liabilities of GCP immediately prior to the Merger shall be assigned to and assumed by C-3;

C. All of the right, title and interest in and to the assets and liabilities of GBT immediately prior to the Merger shall be assigned to and assumed by C-3;

D. All of the right, title and interest in and to the assets and liabilities of Cascade immediately prior to the Merger shall be assigned to and assumed by C-3;

E. All of the right, title and interest in and to the assets and liabilities of Apex immediately prior to the Merger shall be assigned to and assumed by C-3;

F. All of the right, title and interest in and to the assets and liabilities of Select immediately prior to the Merger shall be assigned to and assumed by C-3;

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G. The separate existences of GCP, GBT, Cascade, Apex and Select (the "Merging Companies") shall cease; and

H. C-3 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 GCP 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 Additional Member Units in the Surviving Company;
- (ii) Each Additional Member Unit of GBT 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 19.9 Member Units in the Surviving Company;
- (iii) Each Additional Member Unit of Cascade 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 2.5 Member Units in the Surviving Company;
- (iv) Each Additional Member Unit of Apex 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 6.25 Member Units in the Surviving Company;
- (v) Each Additional Member Unit of Select 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 5 Member Units in the Surviving Company;
- (vi) Each Additional Member Unit of C-3 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 Member Units in the Surviving Company; and

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- (vii) 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 C-3, 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 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 C-3 at the Effective Time shall be the Managing Member of the Surviving Company;

D. The name of the Surviving Company shall be "C-3 Title, 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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