

**L05000014854**

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

**MERGER OR SHARE EXCHANGE**

**CITRUS COUNTY TITLE, LLC**

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 8, 2005

CITRUS COUNTY TITLE, LLC  
7419 U.S. HIGHWAY 19  
NEW PORT RICHEY, FL 34652

SUBJECT: CITRUS COUNTY TITLE, LLC  
REF: L05000014854

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The plan of merger must be attached/included.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing  
Document Specialist

FAX Aud. #: H05000047457  
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# ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Sections 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>
Citrus County Title, Inc. 7419 US Highway 19 New Port Richey, FL 34652	Florida	Corporation For Profit

Florida Document/Registration Number: P01000029802  
FEI Number: 59-3706963

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Citrus County Title, LLC 5609-A US Highway 19 New Port Richey, FL 34652	Florida	Limited Liability Company

Florida Document/Registration Number: L05000014854  
FEI Number: None

**THIRD:** The FEI Number for the surviving entity shall be 59-3706963.

**FOURTH:** The attached Plan of Merger meets the requirements of Sections 607.1108, 608.438, 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 Chapters 607.617, 608 and/or 620, *Florida Statutes*.

**FIFTH:** If applicable, the attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of all applicable jurisdictions.

**SIXTH:** 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.

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**SEVENTH:** 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 Sections 607.1302, 620.205 and/or 608.4384, *Florida Statutes*.

**EIGHTH:** 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 Sections 607.1108(5), 608.4381(2) and/or 620.202(2), *Florida Statutes*.

**NINTH:** 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.

**TENTH:** The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

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


**TWELFTH:** Signatures for each party.

Name of Entity

Signature

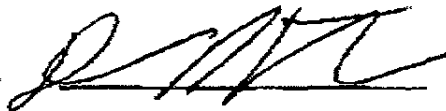
Typed or Printed Name  
of Individual & Title

Citrus County Title, Inc.



David R. Carter, President of  
Citrus County Title, Inc.

Citrus County Title, LLC



David R. Carter, President of  
Chelsea Title of the Suncoast,  
Inc., Managing Member of  
Citrus County Title, LLC

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TALLAHASSEE, FLORIDA

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## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Sections 607.1107, 617.1103, 608.4381 and/or 620.202, is being submitted in accordance with Sections 607.1108, 608.438 and/or 620.201, *Florida Statutes*.

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

<u>Name</u>	<u>Jurisdiction</u>
Citrus County Title, Inc. 7419 US Highway 19 New Port Richey, FL 34652	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Citrus County Title, LLC 5609-A US Highway 19 New Port Richey, FL 34652	Florida

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

Citrus County Title, LLC shall acquire all of the assets of Citrus County Title, Inc. All contract and licensing rights and all obligations shall become the rights and obligations of Citrus County Title, LLC. Citrus County Title, Inc. shall cease to exist and Citrus County Title, LLC shall be the surviving entity and the FEI Number for the surviving entity shall be 59-3706963.

**FOURTH:**

A. 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: The sole shareholder of the merging entity shall assign all contract and licensing rights and obligations to the surviving entity.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows: The sole shareholder of the merging entity shall assign all contract and licensing rights and obligations to the surviving entity.

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner are as follows: Not Applicable.

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**SIXTH:** If a limited liability company is the surviving entity the name and address of the managing member is as follows: Chelsea Tide of the Suncoast, Inc., 5609-A US Highway 19, New Port Richey, FL 34652

**SEVENTH:** All statements that are required by the laws of the jurisdiction under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows: Not Applicable.

**EIGHTH:** Other provisions, if any, relating to the merger: None.

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