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MERGER OR SHARE EXCHANGE
FIRST AMERICAN VACATION OWNERSHIP SERVICES, INC.

Certificate of Status	0
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MAR 20 2012

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: First American Vacation Ownership Services, Inc.
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Karen Dahl

Contact Person

First American Title Insurance Company

Firm/Company

1 First American Way

Address

Santa Ana, CA 92707

City, State and Zip Code

kdahl@firstam.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Karen Dahl

Name of Contact Person

at (714)

250-3547

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

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DIVISION OF CORPORATIONS
12 MAR 19 AM 8:58**CERTIFICATE OF MERGER**

Pursuant to s.608.4382, F.S., First American Vacation Ownership Services, LLC submits the following:

FIRST: FIRST AMERICAN VACATION OWNERSHIP SERVICES, LLC, a Florida domiciled limited liability company, with its principal place of business located at 2750 Chancellorsville Drive, Tallahassee, Florida 32312 (the "merging party").

SECOND: FIRST AMERICAN VACATION OWNERSHIP SERVICES, INC, a Hawaii domiciled corporation, with its principal place of business located at 1132 Bishop Street, Suite 1580, Honolulu, Hawaii 96813 (the "surviving party").

THIRD: The attached Agreement and Plan of Merger was approved by the merging party, in accordance with s. 608.438, F.S.

FOURTH: The attached Agreement and Plan of Merger was approved by the surviving party, in accordance with HRS 414-315.

SIXTH: The surviving party is not incorporated under the laws of Florida, and therefore, its principal office address in its home state is 1132 Bishop Street, Suite 1580, Honolulu, Hawaii 96813.

SEVENTH: The surviving party is not incorporated in Florida and therefore, if applicable, the survivor agrees to pay to First American Title Insurance Company (the "member") with appraisal rights the amount to which such member is entitled under ss. 608.4351-608.43595, F.S.

EIGHTH: The surviving party is a Hawaii corporation, not qualified to transact business in Florida:

- a. The surviving party lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., as follows:

Mailing Address: 2750 Chancellorsville Drive,
Tallahassee, Florida 32312
Attention: Michael Dulin, Esq.

- b. Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of First American Vacation Ownership Services, LLC that merged into First American Vacation Ownership Services, Inc., including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.

NINTH: The signatures for each party are as follows:

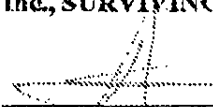
Executed on Feb 29th, 2012 in the City of Tallahassee, State of Florida.

**First American Vacation Ownership Services,
LLC, MERGING PARTY**



Name: Michael Dulin
Title: Manager and Authorized Person

**First American Vacation Ownership Services,
Inc., SURVIVING PARTY**



Name: Michael Dulin
Title: Secretary and Authorized Person

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of February 29, 2012, by and between FIRST AMERICAN VACATION OWNERSHIP SERVICES, INC., a Hawaii corporation (Surviving Entity), and FIRST AMERICAN VACATION OWNERSHIP SERVICES, LLC, a Florida limited liability company (the "Merged Entity").

RECITALS

A. The name, address, and jurisdiction of organization and the governing law of the Surviving Entity and the Merged Entity are as follows:

(1) Surviving Entity. FIRST AMERICAN VACATION OWNERSHIP SERVICES, INC, a Hawaii domiciled corporation, with its principal place of business located at 1132 Bishop Street, Suite 1580, Honolulu, Hawaii 96813; and

(2) Merged Entity. FIRST AMERICAN VACATION OWNERSHIP SERVICES, LLC, a Florida domiciled limited liability company, with its principal place of business located at 2750 Chancellorsville Drive, Tallahassee, Florida 32312.

B. The Surviving Entity and the Merged Entity are each sometimes referred to hereinafter as a "Constituent Entity" and collectively as the "Constituent Entities."

C. Each of the Constituent Entities deem it advisable and generally in the best interest of each Constituent Entity that the Merged Entity be merged with and into the Surviving Entity on the terms and conditions set forth in this Agreement and pursuant to the provisions of the laws of, and with effect in, the States of Hawaii and Florida (the "Merger").

AGREEMENT

In consideration of the foregoing Recitals (which are hereby incorporated by reference) and the mutual promises set forth herein, and subject to the terms and conditions hereof, the parties hereto agree as follows:

Section 1. Effect of Merger.

(a) Effective Date of Merger. The Merger shall become effective the later date of the filing in the State of Hawaii and Florida (the "Effective Date").

(b) Effect of Merger. As of the Effective Date:

(i) Merged Entity. The Merged Entity shall be merged into the Surviving Entity and the separate corporate existence of the Merged Entity shall cease.

(ii) Surviving Entity. Except as specifically set forth in this Agreement, the Surviving Entity, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger. The Surviving Entity shall continue as a Hawaii corporation organized pursuant to, and in accordance with the Hawaii Corporations Act. The corporate identity and existence, together with all the rights, privileges, immunities, powers, and franchises of the Merged Entity, both of a public and private nature, and all real, personal, and mixed property, and all debts due on whatever account, and all other things or choses in action belonging to the Merged Entity, and all and every other interest shall be taken and deemed to be transferred to and to vest, and shall be vested, in the Surviving Entity as of the Effective Date without further act or deed and as effectively as they were formerly vested in the Merged Entity.

(iii) Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of the Surviving Entity, as they exist on the Effective Date, shall continue, as of the Effective Date, to be the Articles of Incorporation and Bylaws of the Surviving Entity without any amendment thereto.

Section 2. Adoption of the Agreement. This Agreement has been adopted and approved by (a) the managers of the Merging Entity, (b) the sole member of the Merging Entity, (c) the board of directors of the Surviving Entity, and (d) the sole shareholder of the Surviving Entity. The managers and any authorized person of the Merging Entity and its sole member shall execute and file all certificates, articles, or other documents as may be required to be filed in the State of Florida and the State of Hawaii to effectuate the Merger.

Section 3. Expenses. First American Title Insurance Company shall pay all the expenses of accomplishing the Merger, including, without limitation, the expenses of each Constituent Entity incurred in connection with this Agreement and the preparations for carrying this Agreement into effect.


Section 4. Abandonment. The filing of any certificate, articles, or other documents, as may be required to be filed in the State of Florida to effectuate this Merger, shall constitute a waiver of any Constituent Entity's right to abandon the Merger as of the effective date set forth in such filed document, and shall serve as conclusive evidence that each of the Constituent Entities did not abandon the Merger and knowingly consummated the Merger as of such date.

1. Section 5. Membership interest and Conversion. After the Effective Date, all of the Merging Entity's membership interest shall cease to exist without consideration. The shares of capital stock of the surviving corporation, whether authorized or issued and outstanding on the effective date of the merger, shall not be converted, exchanged, or otherwise affected as a result of the merger.


Section 6. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an executed original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement has been entered into by each of the
Constituent Entities as of the date first above written.

FIRST AMERICAN VACATION OWNERSHIP SERVICES, INC.,
Surviving Party

By: 
Name: Michael Dulin
Its: Secretary and Authorized Person

FIRST AMERICAN VACATION OWNERSHIP SERVICES, LLC,
Merging Party

By: 
Name: Michael Dulin
Its: Manager and Authorized Person