

# P03000157331

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

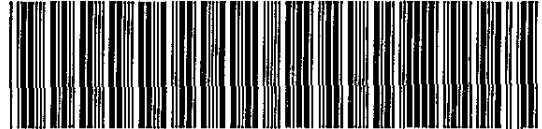
(Business Entity Name)

(Document Number)

Certified Copies   1   Certificates of Status       

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FILED  
03 DEC 30 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
01-01-04

RECEIVED  
03 DEC 24 PM 3:48  
DIVISION OF CORPORATION

RECEIVED  
03 DEC 29 PM 1:14  
DIVISION OF CORPORATION

ACCOUNT FILING COVER SHEET

ACCOUNT NUMBER: 0721 00000 307

REFERENCE: \_\_\_\_\_  
(Sub Account)

DATE: 12/29

REQUESTOR NAME: ATTORNEYS' TITLE INSURANCE FUND, INC.

ADDRESS: 1965 Capital Circle NE, Suite A  
Tallahassee, Fl 32308

TELEPHONE: 850 - 222-2785 ext. \_\_\_\_\_

CONTACT NAME: Barbara Keys

CORPORATION NAME: NITHIN OF FLORIDA, INC.

DOCUMENT NUMBER Articles/mergers  
(If applicable)

AUTHORIZATION: Cheryl Martin

XXXX CERTIFIED COPY (1-9) ARTICLES/MERGER - SEE ATTACHED  
CERTIFICATE OF STATUS (1-9)  
\_\_\_\_ PLAIN STAMPED COPY

\_\_\_\_ Call When Ready  
XXXX Walk In  
\_\_\_\_ Mail Out

\_\_\_\_ Call if Problem  
\_\_\_\_ Will Wait

\_\_\_\_ After 2:30  
\_\_\_\_ Pick Up

**ATTORNEYS' TITLE**

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, Fl 32308

850-222-2785

City/ST/Zip

Phone #

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1- Nithin of Florida Inc

2- \_\_\_\_\_

3- \_\_\_\_\_

4- \_\_\_\_\_

Walk-in

Pick-up time ASAP

Certified Copy

Mail-out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

DIVISION OF CORPORATION

03 DEC 24 PM 3:47

RECEIVED

*File 2nd*

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

December 30, 2003

ATTORNEYS' TITLE

TALLAHASSEE, FL

SUBJECT: NITHIN OF FLORIDA, INC.  
Ref. Number: P03000157331

We have received your document for NITHIN OF FLORIDA, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You have mentioned in second page of this filing titles, "Changes in Articles", that the surviving corporation, Myers Groves, Inc., shall continue to be its articles of incorporation, etc. What does this mean? Are you changing the corporate name? If you are, this needs to be clarified.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 103A00069112

RECEIVED  
03 DEC 30 PM 1:18  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

**NITHIN, INC., a Michigan corporation and NITHIN OF FLORIDA, INC., a Florida corporation** have adopted a Plan of Merger:

1. The Plan of Merger is set forth as attached Exhibit "A" which is specifically incorporated herein.
2. The effective date of the Merger shall be January 1, 2004.
3. Nithin, Inc., a Michigan corporation adopted the Plan of Merger on December 18, 2003 by a vote of the shareholders and board of directors.
4. Nithin of Florida, Inc. adopted the Plan of Merger on December 18, 2003 by a vote of the shareholders and board of directors.

FILED  
03 DEC 30 PM 4:06  
SECRETARY OF STATE  
TALLAHASSEE, FL 32317

NITHIN, INC.  
a Michigan corporation

By: [Signature]  
Sankaranarayanan Balasubramanian  
a/k/a Bala Sankar, its President

NITHIN OF FLORIDA, INC.  
a Florida corporation

By: [Signature]  
Bala Sankar, its President

and

By: [Signature]  
Sankaranarayanan Balasubramanian  
a/k/a Bala Sankar, its Secretary

By: [Signature]  
Bala Sankar, its Secretary

(SEAL)

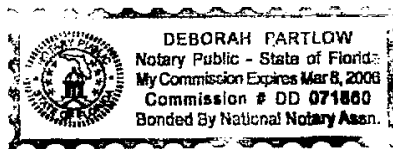
(SEAL)

EFFECTIVE DATE  
01-01-04

**STATE OF FLORIDA**  
**COUNTY OF POLK**

The foregoing instrument was acknowledged before me the 18 day of December, 2003 by Sankaranarayanan Balasubramanian, a/k/a Bala Sankar, as President of **NITHIN, INC.**, who is personally known to me, or has produced the following identification: FL Dr's License

SEAL

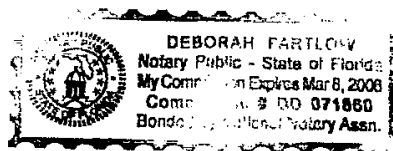


[Signature]  
Print Name: DEBORAH PARTLOW  
Commission Expires: \_\_\_\_\_

**STATE OF FLORIDA**  
**COUNTY OF POLK**

The foregoing instrument was acknowledged before me the 18 day of December, 2003 by Bala Sankar, as President of **NITHIN OF FLORIDA, INC.**, who is personally known to me, or has produced the following identification: FL Dr's License

SEAL



[Signature]  
Print Name: DEBORAH PARTLOW  
Commission Expires: \_\_\_\_\_

**TERMS AND CONDITIONS.** On the effective date of the merger, the separate existence of the absorbed corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

**CONVERSION OF SHARES.** The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

(a) Each share of the common stock of Nithin, Inc. (absorbed corporation) issued and outstanding on the effective date of the merger shall be converted in .1666665 (1/6th) share of the common stock of Nithin of Florida, Inc. (surviving corporation), which shares of common stock of the surviving corporation shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

**CHANGES IN ARTICLES OF INCORPORATION.** The articles of incorporation of the surviving corporation, Nithin of Florida, Inc., shall continue to be its articles of incorporation following the effective date of the merger.

**CHANGES IN BYLAWS.** The bylaws of the surviving corporation, Nithin of Florida, Inc., shall continue to be its bylaws following the effective date of the merger.

**DIRECTORS AND OFFICERS.** The directors and officers of the surviving corporation, Nithin of Florida, Inc. on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected.

**PROHIBITED TRANSACTIONS.** Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

**APPROVAL BY STOCKHOLDERS.** This plan of merger shall be submitted for the approval of the stockholders of the constituent corporations in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 31, 2003.

**EFFECTIVE DATE OF MERGER.** The effective date of this merger shall be on January 1, 2004.

**ABANDONMENT OF MERGER.** This plan of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before December 30, 2003; or

(b) If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

**EXECUTION OF AGREEMENT.** This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.