

Document Number Only

P95000019301

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

700002719917--6

-12/23/98--01002--001

****105.00 ****105.00

700002719917--6

-12/23/98--01002--002

*****17.50 *****17.50

700002719917--6

-12/24/98--01020--021

*****70.00 *****70.00

SOUTHCOST INDUSTRIES, INC.

TRANS Registry Limited Partnership

Merging Into: First American Registry Inc.

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Call When Ready

☒ Walk In

☐ Mail Out

☒ Merger

☐ Mark

☐ Other Document Filing

☐ Change of R.A.

☐ Fic. Name

☐ CUS

☐ After 4:30

☒ Pick Up

Name

Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

PLEASE RETURN EXTRA COPIES
FILE STAMPED

TO
JEFFREY D. BUTTERFIELD

12/22

W980000 38737

ARTICLES OF MERGER
Merger Sheet

MERGING:

SOUTHCOAST INDUSTRIES, INC.
TRANS REGISTRY LIMITED PARTNERSHIP
,

INTO

FIRST AMERICAN REGISTRY, INC., entity not qualified in Florida.

File date: December 23, 1998

Corporate Specialist: Gretchen Harvey



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 23, 1998

JEFFREY D. BUTTERFIELD
C T CORPORATION SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: FIRST AMERICAN REGISTRY, INC.
Ref. Number: W98000028737

We have received your document for FIRST AMERICAN REGISTRY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fees to file the articles of merger are as follows:

For each Limited Partnership: \$52.50

For each Limited Liability Company: 52.50

For each Corporation: 35.00

For each General Partnership: 25.00

All Others: No Charge

The plan of merger must contain the terms and conditions of the merger.

The plan of merger must contain 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.

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) 487-6913.

Diane Cushing
Corporate Specialist

Letter Number: 198A00060293

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 23 AM 10:09

ARTICLES OF MERGER

THESE ARTICLES OF MERGER are executed and delivered by First American Registry, Inc. ("Registry"), a Nevada corporation and Southcoast Industries, Inc. ("Southcoast"), a Florida corporation, and Trans Registry Limited Partnership ("Trans Registry LP"), a Florida limited partnership, pursuant to Sections 607.1107 and 620.201 of the Florida Statutes, with respect to the merger of Southcoast and Trans Registry LP with and into Registry, with Registry as the surviving corporation of the merger ("Merger").

1. **Plan of Merger:** A copy of the Agreement and Plan of Mergers ("Plan of Merger") entered into by Registry, Southcoast, and Trans Registry LP in connection with the Merger are attached as Exhibit A hereto.

2. **Effective Date:** The effective date of the Merger is December 31, 1998 ("Effective Date").

3. **Principal Office:** The principal office of the surviving corporation is located at:

3204 Tower Oaks, Suite 100
Rockville, Maryland 20852

4. **Requisite Partnership and Corporate Approvals:** The Plan of Merger and was approved by (a) Trans Registry LP in accordance with the applicable provisions of Chapter 620 of the Florida Statutes, (b) Southcoast, in accordance with the applicable provisions of Chapter 607 of the Florida Statutes, (c) Registry, in accordance with the applicable provisions of Nevada law, and (d) all other entities that are parties to the merger, in accordance with the applicable provisions of the laws of their respective states.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
9 DEC 23 PM 10:09

5. Surviving Corporation: Registry is the Surviving Corporation of the Merger. The address of its principal office is 3204 Tower Oak Boulevard, Suite 100, Rockville, Maryland 20850. At the Effective Date, the Surviving Corporation is deemed to have appointed the Secretary of State of the state of Florida as its agent for service of process in any proceeding to confer any obligation or rights of dissenting partners of Trans Registry LP. Registry, as the Surviving Corporation, has agreed to promptly pay to the dissenting partners of Trans Registry, LP the amount, if any, to which they are entitled under Section 620.205 of the Florida statutes. At the Effective Date, the Surviving Corporation is deemed to have appointed the Secretary of State of the state of Florida as its agent for service of process in any proceeding to confer any obligation or the rights of dissenting shareholders of Southcoast. Registry, as the Surviving Corporation, has agreed to promptly pay to the dissenting shareholders of Southcoast the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.

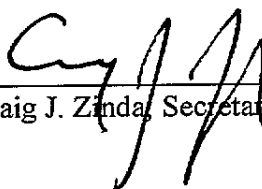
6. Registry Shareholder Approvals: The sole shareholder of Southcoast and ^{and adopted} the sole shareholder of Registry approved the Plan of Merger on December 15, 1998.

IN WITNESS WHEREOF, these Articles of Merger are executed and delivered by each constituent entity in the Merger as of December 15, 1998.

FIRST AMERICAN REGISTRY, INC.

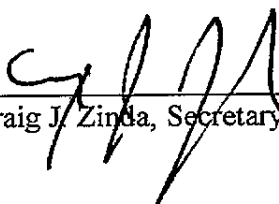
SOUTHCOAST INDUSTRIES, INC.

By



Craig J. Zinda, Secretary

By



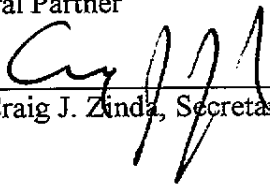
Craig J. Zinda, Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 23 AM 10:09

TRANS REGISTRY LIMITED PARTNERSHIP

By Trans Registry Corporation
Its General Partner

By



Craig J. Zinda, Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 23 AM 10:09

AGREEMENT AND PLAN OF MERGERS

DATE: As of December 15, 1998

PARTIES:

First American Registry, Inc. ("Registry")
a Nevada corporation

located at:

3204 Tower Oaks, Suite 100
Rockville, Maryland 20852

Southcoast Industries, Inc. ("Southcoast")
a Florida corporation

P95000019391

located at:

3204 Tower Oaks, Suite 100
Rockville, Maryland 20852

Trans Registry Corporation ("Trans Registry Corp.")
a Nevada corporation

P31067

located at:

4912 S.W. 72nd Avenue
Miami, Florida 33555

Crim Check America, Inc. ("Crim Check")
a Delaware corporation

F96000002987

located at:

3204 Tower Oaks, Suite 100
Rockville, Maryland 20852

Trans Registry Limited Partnership ("Trans Registry LP")
a Florida limited partnership

A30663

located at:

4912 S.W. 72nd Avenue
Miami, Florida 33555

Southcoast, Trans Registry Corp., and Crim Check are sometimes referred to herein, individually, as a "**Merged Corporation**" and two or more of such corporations are sometimes referred to herein, jointly, as the "**Merged Corporations**;" the Merged Corporations and Trans Registry LP are sometimes referred to herein, individually as a "**Merged Entity**" and two or more of such entities are sometimes referred to herein, jointly, as the "**Merged Entities**;" and Registry and the Merged Entities are sometimes referred to herein, individually, as a "**Constituent Entity**" and two or more of such entities are sometimes referred to herein, jointly, as the "**Constituent Entities**."

The terms and conditions of the merger are as follows:

RECITALS:

A. The First American Financial Corporation ("**FAF**") is the owner of all the capital stock of the Registry and each of the Merged Corporations.

B. Trans Registry Corp. is the sole general partner, and FAF is the sole limited partner, of Trans Registry LP.

C. FAF and the Constituent Entities desire to effect the mergers contemplated in this Agreement and Plan of Mergers on the terms set forth below (each, a "**Merger**" and together, the "**Mergers**").

D. The Constituent Entities intend the corporate Mergers to be reorganizations within the meaning of IRC § 368(a)(1)(A). The Constituent Entities intend the transaction between Registry, Trans Registry LP, and FAF to be a transaction as described in Revenue Ruling 84-111, 1984-2 CB 88, situation 3. In other words, FAF will contribute to Registry its limited partnership interest in Trans Registry LP as a tax-free capital contribution under IRC § 351. Trans Registry LP will then terminate under IRC § 708(b)(1)(A). To effect this purpose and for the convenience of the parties, the statutory merger provisions of the relevant states, as discussed below, are utilized.

E. Each Merged Entity will merge into Registry under the statutes indicated below (each, an "**Applicable Merger Statute**" and together, the "**Applicable Merger Statutes**"):

(1) Southcoast will merge into Registry pursuant to Nevada Revised Statutes ("**NRS**") § 92A.190 and Florida Statutes ("**FS**") ch. 607.1107.

(2) Trans Registry Corp. will merge into Registry pursuant to NRS § 92A.100.

(3) Crim Check will merge into Registry pursuant to NRS § 92A.190 and Delaware Code Annotated tit. 8, § 252.

(4) Trans Registry LP will merge into Registry pursuant to NRS § 92A.190 and FS ch. 620.201.

F. Registry will be the surviving corporation of each Merger the "**Surviving Corporation.**"

AGREEMENT:

SECTION 1. MERGERS

1.1 Description of Mergers.

1.1.1 Trans Registry Corp. will be merged with and into Registry, with Registry as the Surviving Corporation.

1.1.2 Crim Check will be merged with and into Registry, with Registry as the Surviving Corporation.

1.1.3 Southcoast and Trans Registry LP will be merged with and into Registry, with Registry as the Surviving Corporation.

1.2 Effects of Mergers. As of the time and date each Merger becomes effective, as set forth in Section 1.5 below ("**Effective Date**"), the applicable Merged Entity or Merged Entities shall be merged with and into Registry, the separate existence of such Merged Entity or Merged Entities shall cease, and Registry shall survive as the Surviving Corporation under the name First American Registry, Inc., organized under the laws of the state of Nevada. The Surviving Corporation, to the extent consistent with its Articles of Incorporation then in effect and the Applicable Merger Statutes, shall possess all the rights, privileges, immunities, and franchises of each of the Constituent Entities involved in such Merger; all property belonging to the Merged Entity or Merged Entities involved in such Merger shall, by virtue of such Merger, be transferred to and vested in the Surviving Corporation, without further act or deed; and the Surviving Corporation, shall be responsible for all liabilities of each of the Constituent Entities involved in such Merger, all in the manner and with the effect set forth in the Applicable Merger Statute or Statutes.

1.3 Prior Actions. The board of directors of each corporate Constituent Entity, Trans Registry Corp., as the general partner of Trans Registry LP, and FAF as the sole shareholder of each corporate Constituent Entity and as the sole limited partner of Trans Registry LP, have approved this Agreement and Plan of Mergers and the Mergers provided for herein.

1.4 Subsequent Actions. As soon as practicable after the date that this Agreement and Plan of Mergers has been executed by all the parties hereto, the appropriate officers of the applicable Constituent Entities shall cause articles of merger, certificates of merger, or similar documents, however denominated, and any other certificates, documents, and instruments, to be filed with the appropriate state government authorities required to effect the Mergers under the Applicable Merger Statute or Statutes.

1.5 Effective Date. Each Merger shall become effective as of December 31, 1998.

SECTION 2. ARTICLES OF INCORPORATION, BYLAWS, DIRECTORS, AND OFFICERS

At the Effective Date:

2.1 Articles of Incorporation. The Articles of Incorporation of Registry in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Corporation, until amended in accordance with applicable law.

2.2 Bylaws. The Bylaws of Registry as in effect immediately prior to the Effective Date shall be the Bylaws of the Surviving Corporation, until amended or repealed.

2.3 Directors and Officers. The board of directors of the Surviving Corporation shall consist of persons who are the board of directors of Registry immediately prior to the Effective Date, and they shall hold office in each case until their successors are elected and qualify. The officers of the Surviving Corporation shall be persons who are the officers of Registry immediately prior to the Effective Date, and they shall hold office in each case at the pleasure of the board of directors of the Surviving Corporation.

SECTION 3. MANNER AND BASIS OF CONVERSION

At the Effective Date, each share of capital stock of each Merged Corporation, and all general and limited partnership interests in Trans Registry LP, shall be automatically canceled. The authorized issued and outstanding capital stock of Registry shall not be affected or changed by any of the Mergers, and the authorized and capital stock of the Surviving Corporation issued and outstanding immediately after the Effective Date shall be the same as that of Registry immediately prior to the Effective Date.

SECTION 4. TERMINATION

This Agreement and Plan of Mergers may be terminated and any Merger or Mergers provided for herein abandoned at any time prior to the Effective Date by action of the boards of directors and partners of the Constituent Entity or Entities desiring to take such action.

SECTION 5. SERVICE OF PROCESS

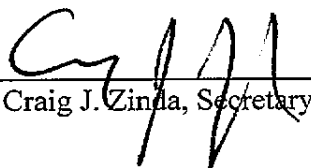
5.1 Delaware. At and after the Effective Date of the Merger of Crim Check, a Delaware corporation, into Registry, a Nevada corporation, the Surviving Corporation, may be served with process in the state of Delaware in any proceeding for enforcement of any obligation of Crim Check, as well as for enforcement of any obligations of the Surviving Corporation arising from such Merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware, and the Surviving Corporation does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State is the address for Registry as set forth above.

5.2 Florida. At and after the Effective Date of the Merger of Southcoast and Trans Registry LP, a Florida corporation and limited partnership, respectively, into Registry, a Nevada corporation, the Surviving Corporation, is (a) deemed to have appointed the Secretary of State of the State of Florida as agent for service of process in any proceeding to enforce any of the rights of dissenting shareholders of Southcoast or dissenting partners of Trans Registry LP, and agrees that it will promptly pay to the dissenting shareholders of Southcoast and the dissenting partners of Trans Registry LP the amounts to which they are entitled, if any, under Section 607.1302 and Section 620.205, respectively.

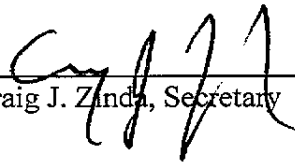
SECTION 6. GENERAL

This Agreement and Plan of Mergers may be executed in one or more counterparts, each of which shall be deemed to constitute an original, and each of which shall become effective when one or more counterpart have been signed by each party hereto and delivered to the other parties.

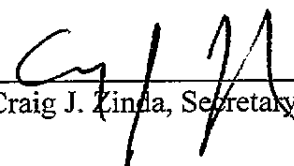
FIRST AMERICAN REGISTRY, INC.

By  _____
Craig J. Zinda, Secretary

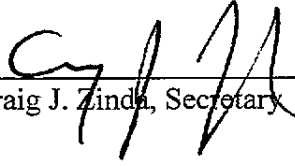
SOUTHCOAST INDUSTRIES, INC.

By  _____
Craig J. Zinda, Secretary

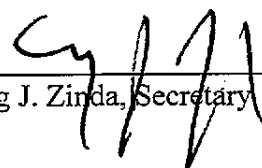
TRANS REGISTRY CORPORATION

By  _____
Craig J. Zinda, Secretary

CRIM CHECK AMERICA, INC.

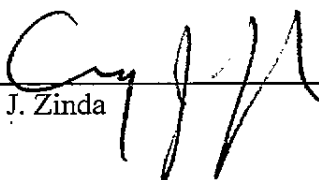
By  _____
Craig J. Zinda, Secretary

TRANS REGISTRY LIMITED PARTNERSHIP
BY TRANS REGISTRY CORPORATION
ITS GENERAL PARTNER

By  _____
Craig J. Zinda, Secretary

I, the undersigned Secretary of First American Registry, Inc. ("Registry"), a Nevada corporation, do hereby acknowledge that I have executed the above Agreement and Plan of Mergers in my capacity of Secretary of Registry and that such act and deed constitutes the act and deed of Registry.


Dated as of December 15, 1998



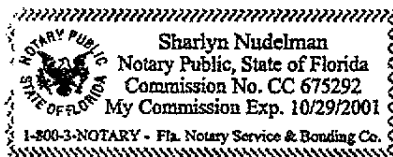
Craig J. Zinda

STATE OF FLORIDA)
) SS
COUNTY OF PINELLAS)

This instrument was acknowledged before me this 15 day of December, 1998.

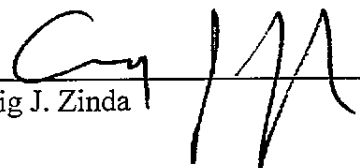


Notary Public for Florida
My commission expires: _____



I, the undersigned Secretary of Trans Registry Corporation ("Trans Registry Corp."), a Nevada corporation, do hereby acknowledge that I have executed the above Agreement and Plan of Mergers in my capacity of Secretary of Trans Registry Corp. and that such act and deed constitutes the act and deed of Trans Registry Corp.

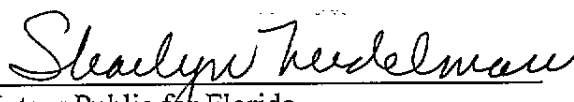
Dated as of December 15, 1998



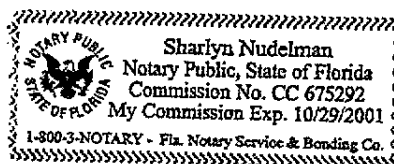
Craig J. Zinda

STATE OF FLORIDA)
) SS
COUNTY OF PINELLAS)

This instrument was acknowledged before me this 15 day of December, 1998.

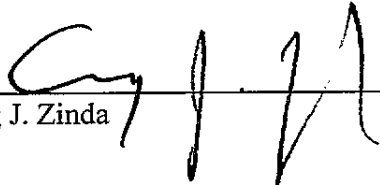


Notary Public for Florida
My commission expires: _____



I, the undersigned Secretary of Trans Registry Corporation ("Trans Registry Corp."), a Nevada corporation that is the general partner of Trans Registry Limited Partnership ("Trans Registry LP"), a Florida limited partnership, do hereby acknowledge that I have executed the above Agreement and Plan of Mergers in my capacity of Secretary of Trans Registry Corp., in its capacity as general partner of Trans Registry LP, and that such act and deed constitutes the act and deed of Trans Registry LP.

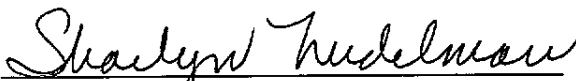
Dated as of December 15, 1998



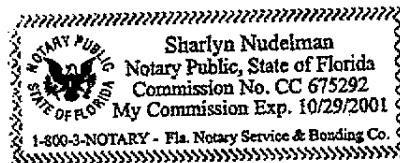
Craig J. Zinda

STATE OF FLORIDA)
) SS
COUNTY OF PINELLAS)

This instrument was acknowledged before me this 15 day of December, 1998.

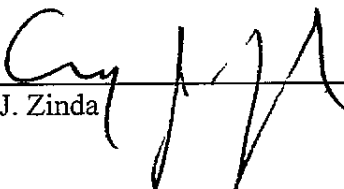


Notary Public for Florida
My commission expires: _____



I, the undersigned Secretary of Crim Check America, Inc. ("Crim Check"), a Nevada corporation, do hereby acknowledge that I have executed the above Agreement and Plan of Mergers in my capacity of Secretary of Crim Check and that such act and deed constitutes the act and deed of Crim Check.

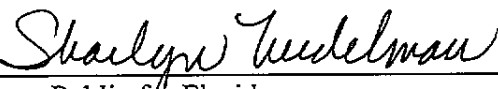
Dated as of December 15, 1998



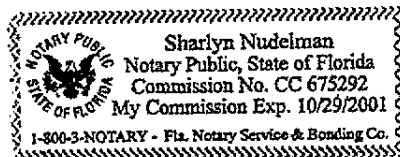
Craig J. Zinda

STATE OF FLORIDA)
) SS
COUNTY OF PINELLAS)

This instrument was acknowledged before me this 15 day of December, 1998.

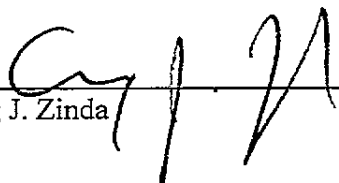


Notary Public for Florida
My commission expires: _____



I, the undersigned Secretary of Southcoast Industries, Inc. ("Southcoast"), a Florida corporation, do hereby acknowledge that I have executed the above Agreement and Plan of Mergers in my capacity of Secretary of Southcoast and that such act and deed constitutes the act and deed of Southcoast.

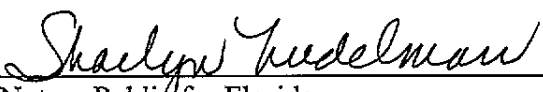
Dated as of December 15, 1998



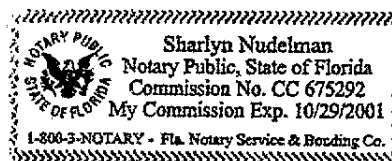
Craig J. Zinda

STATE OF FLORIDA)
) SS
COUNTY OF PINELLAS)

This instrument was acknowledged before me this 15 day of December, 1998.



Notary Public for Florida
My commission expires: _____



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 23 AM 10:10