

L030000008275

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COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: TOPS SOFTWARE OF FLORIDA, LLC  
Name of Surviving Party

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

Please return all correspondence concerning this matter to:

ADAM D. BIRCH, ESQ.

Contact Person

OLDEN LUNOY & ALVAREZ

Firm/Company

1000 WEST CASS STREET

Address

TAMPA, FL 33606

City, State and Zip Code

ABIRCH@OLALAW.COM

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

For further information concerning this matter, please call:

ADAM D. BIRCH

Name of Contact Person

at ( 813 ) 254-8998

Area Code

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

**ARTICLES OF MERGER**  
of  
**TOPS SOFTWARE OF MARYLAND, LLC,**  
a Maryland limited liability company  
into  
**TOPS SOFTWARE OF FLORIDA, LLC,**  
a Florida limited liability company

FILED  
2010 DEC 12 AM 11:13  
SECRET  
FALL 2011

The following Articles of Merger are submitted to merge the following Florida limited liability company in accordance with Section 605.1025, 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>
Tops Software of Maryland, LLC 364-C Christopher Ave. Gaithersburg, MD 20879	Maryland	Limited Liability Company
Maryland ID Number: W10607752 Date of Formation: April 28, 2005		

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Tops Software of Florida, LLC 2495 Enterprise Road, Suite 200 Clearwater, FL 33763	Florida	Limited Liability Company
Florida Document Number: L03000008275 Date of Formation: March 29, 2010		

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance ss.605.1021-605.1026 Florida Statutes; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under Section 605.1023(1)(b).

FOURTH: This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.

FIFTH: This entity agrees to pay any members with appraisal rights the amount to which members are entitled under ss.605.1006 and 605.1061-605.1072, Florida Statutes.

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

SEVENTH: SIGNATURE(S) FOR EACH PARTY:

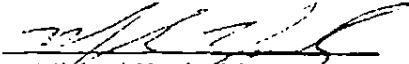
TOPS SOFTWARE OF MARYLAND, LLC,  
a Maryland limited liability company

TOPS SOFTWARE OF FLORIDA, LLC,  
a Florida limited liability company

TOPS SOFTWARE HOLDINGS,  
LLC, a Delaware limited liability  
company, its Manager

TOPS SOFTWARE HOLDINGS,  
LLC, a Delaware limited liability  
company, its Manager

By:   
Michael Hardy, Manager

By:   
Michael Hardy, Manager

## **PLAN OF MERGER**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 605.1023, Florida Statutes and §4A-702, Annotated Code of the State of Maryland.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Tops Software of Maryland, LLC	Maryland	Limited Liability Company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Tops Software of Florida, LLC	Florida	Limited Liability Company

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

The merging party shall merge with and into the surviving party. The separate existence of the merging party shall cease. All properties, franchises and rights belonging to the merging party, by virtue of the merger and without further act or deed, shall be deemed to be vested in the surviving party, which shall thenceforth be responsible for all the liabilities and obligations of such corporation.

**FOURTH:** 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:


Each partner owning a membership interest in the *merging* party shall exchange his, her or its membership interest in such *merging* party for an equal percentage of ownership interest in the *surviving* party. No cash or other property shall be exchanged in such merger, except as provided in the prior sentence.

**FIFTH:** The Effective Date of this Plan of Merger shall be the date that all parties to the merger have approved this Plan of Merger.

IN WITNESS WHEREOF, the undersigned entities have executed this Plan of Merger as of the date indicated.

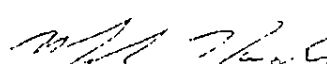
TOPS SOFTWARE OF MARYLAND, a  
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