

Florida Department of State  
Division of Corporations  
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To:

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From:

Account Name : CORPORATION SERVICE COMPANY  
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**MERGER OR SHARE EXCHANGE  
DESCARTES SYSTEMS (USA) LLC**

Certificate of Status	0
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Page Count	05
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2020 JUN 16 AM 10:00

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JUN 25 2020



June 17, 2020

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

DESCARTES SYSTEMS (USA) LLC  
120 RANDALL DRIVE  
WATERLOO, ONTARIO, ON N2V1C-6CN

SUBJECT: DESCARTES SYSTEMS (USA) LLC  
REF: M03000001265

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.

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

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Terri J Schroeder  
Regulatory Specialist III

FAX Aud. #: H20000183156  
Letter Number: 020A00011924

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Descartes Systems (USA) LLC  
Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Sarita J. Shoulla

Contact Person

Morgan, Lewis & Bockius LLP

Firm/Company

One Federal Street

Address

Boston, MA 02110-1726

City, State and Zip Code

sarita.shoulla@morganlewis.com

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

For further information concerning this matter, please call:

Sarita J. Shoulla

Name of Contact Person

At ( 617 ) 341-7524

Area Code & Daytime Telephone Number



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

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

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**IMPORTANT NOTICE:** Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

# Articles of Merger For Florida Limited Liability Company

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Descartes Systems (USA) LLC	DE	limited liability company
Core Transport Technologies, Inc.	FL	corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Descartes Systems (USA) LLC	DE	limited liability company

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; 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 s.605.1023(1)(b).

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TALLAHASSEE, FLORIDA

**FOURTH:** Please check one of the boxes that apply to surviving entity: (if applicable)

- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☒ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

120 Randall Drive, Waterloo, Ontario, Canada N2V 1C6

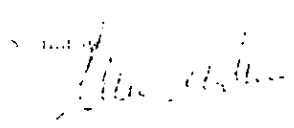

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.

June 30, 2020

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Incorporation	Signature of	Typed or Printed Name of Individual
Cole Transport Inc. (collective)		Michael J. Cuthbert
Descartes Systems USA LLC		Scott Pagan

Corporations:	Chairman, Vice Chairman, President or Officer <i>(if no directors selected, signature of incorporator)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

<b>Fees:</b>	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	<b>Certified Copy (optional):</b>	\$30.00