

P04000035558

(Requestor's Name)

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(City/State/Zip/Phone #)

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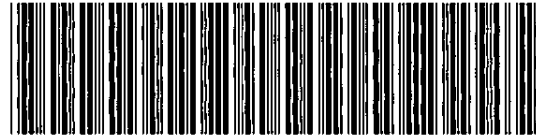
(Business Entity Name)

(Document Number)

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RECEIVED
09 FEB - 6 PM 1:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
09 FEB - 6 PM 4:25
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

FEB - 6 2009

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 0721000000032
REFERENCE : 884744 4304756
AUTHORIZATION : *[Signature]*
COST LIMIT : *78.75*

FILED
09 FEB - 6 PM 4:25
TALLAHASSEE, FLORIDA

ORDER DATE : February 6, 2009
ORDER TIME : 11:21 AM
ORDER NO. : 884744-010
CUSTOMER NO: 4304756

ARTICLES OF MERGER

OCEANWIDE (USA) INC.

INTO

DESCARTES SYSTEMS (USA) LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret

EXAMINER'S INITIALS: _____

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

FILED
09 FEB - 6 PM 4: 25
CLERK OF THE STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>
Oceanwide (USA) Inc.	Florida	For Profit Corporation
<u>P04000035558</u>		

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	Delaware	Foreign LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the 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:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

120 Randall Drive

Waterloo, Ontario

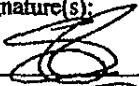

Canada N2V 1C6

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Oceanwide (USA) Inc.		Stephanie Ratza
Descartes Systems (USA) LLC		By: Descartes U.S. Holdings, Inc., its Manager

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
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 a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

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>
Oceanwide (USA) Inc.	Florida	For Profit 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	Delaware	Foreign LLC

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

See Agreement and Plan of Merger attached hereto as Exhibit A.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See Agreement and Plan of Merger attached hereto as Exhibit A.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See Agreement and Plan of Merger attached hereto as Exhibit A.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

Not applicable.

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Descartes U.S. Holdings, Inc., 120 Randall Drive, Waterloo, Ontario, Canada N2V 1C6

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Not applicable.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

Not applicable.

(Attach additional sheet if necessary)

AGREEMENT AND PLAN OF MERGER

OF

OCEANWIDE (USA) INC.
(a Florida corporation)

WITH AND INTO

DESCARTES SYSTEMS (USA) LLC
(a Delaware limited liability company)

This AGREEMENT AND PLAN OF MERGER (this "Merger Agreement") is entered into on February 6, 2009, by and between Oceanwide (USA) Inc., a Florida corporation ("Oceanwide") and Descartes Systems (USA) LLC, a Delaware limited liability company ("Descartes LLC").

WHEREAS, Oceanwide is wholly-owned subsidiary of Descartes. Descartes is a wholly-owned subsidiary of Descartes U.S. Holdings, Inc., a Delaware corporation, ("Descartes Holdings") and Descartes Holdings is a wholly-owned subsidiary of The Descartes Systems Group Inc., a corporation organized under the laws of Canada; and

WHEREAS, Oceanwide and Descartes LLC declare it advisable in the best interests of said corporation and said limited liability company and their respective stockholder and member to merge Oceanwide with and into Descartes LLC, such merger to be effected pursuant to the statutes of the State of Delaware and the State of Florida upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the Board of Directors of Oceanwide and duly approved by the sole stockholder, and being thereunto duly approved by a resolution adopted by the sole member and sole manager of Descartes LLC, this Merger Agreement and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth in this Merger Agreement.

1. On February 6, 2009 (the "Effective Date"), Oceanwide shall be merged with and into Descartes LLC, which shall be the surviving company from and after the Effective Date of the merger, and which is sometimes hereinafter referred to as the "surviving company", and which shall continue to exist as said surviving company under its present name pursuant to the provisions of the Delaware Limited Liability Company Act. The principal place of business of Descartes LLC is 120 Randall Drive, Waterloo, Ontario, Canada N2V 1C6. After the Effective Date of the merger, all the property, rights, privileges, powers and franchises of Oceanwide shall be vested in the surviving company, and all debts, liabilities and duties of Oceanwide shall become the debts, liabilities and duties of the surviving company. The separate

existence of Oceanwide, which is hereinafter sometimes referred to as the "terminating corporation", shall cease at the said Effective Date in accordance with the provisions of the Delaware Limited Liability Company Act and the Florida General Corporation Act.

2. The Limited Liability Company Agreement of the surviving company, as now in force and effect, shall continue to be the Limited Liability Company Agreement of said surviving company, and said Limited Liability Company Agreement shall continue in full force and effect until amended and/or changed in the manner prescribed therein and by the provisions of the Delaware Limited Liability Company Act.

3. At the Effective Date, each issued share of the terminating corporation shall cease to be outstanding and shall be canceled and shall cease to exist, and each holder of a certificate which immediately prior to the Effective Date of the merger represented any such shares of the terminating corporation shall thereafter cease to have any rights with respect to such shares of the terminating corporation.

4. In the event that this Merger Agreement shall have been fully adopted on behalf of the terminating corporation and of the surviving company in accordance with applicable law, the said terminating corporation and the said surviving company agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and the State of Florida, and that they will cause to be performed all necessary acts within the State of Delaware and the State of Florida to effectuate the merger herein provided for.

5. The proper officers of the terminating corporation and the sole manager and sole member of the surviving company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Merger Agreement or of the merger herein provided for.

6. Notwithstanding the full adoption of this Merger Agreement, this Merger Agreement may be terminated at any time prior to the filing of a certificate of merger with the Secretary of State of the State of Delaware or the Department of State of the State of Florida in the event that the parties hereto mutually agree in writing.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, this Merger Agreement is hereby signed upon behalf of each of the parties hereto.

OCEANWIDE (USA) INC.

By: 
Stephanie Ratza, President

DESCARTES SYSTEMS (USA) LLC

By: Descartes U.S. Holdings, Inc., its Manager

By: 
Stephanie Ratza, President