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HODGSON RUSS

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

HSI CLUB ACQUISITION, INC.

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Merger

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CLUBSYSTEMS GROUP, INC., a Pennsylvania corporation not qualified in the
State of Florida

INTO

HSI CLUB ACQUISITION, INC., a Florida corporation, P99000070898.

File date: August 13, 1999

Corporate Specialist: Darlene Connell

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ARTICLES OF MERGER
OF
CLUBSYSTEMS GROUP, INC.
(a Pennsylvania corporation)
INTO
HSI CLUB ACQUISITION, INC.
(a Florida corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under Section 607.1107 of the
Florida Business Corporation Act

The undersigned, Eric L. Blum, being the Chairman of CLUBSYSTEMS GROUP, INC., a Pennsylvania corporation, and George Zugmierz, being the President of HSI CLUB ACQUISITION, INC., a Florida corporation, do hereby certify:

1. CLUBSYSTEMS GROUP, INC. ("CSG") is a corporation organized under the laws of the Commonwealth of Pennsylvania. HSI CLUB ACQUISITION, INC. ("HSI CLUB") is a corporation organized under the laws of the State of Florida.

2. The plan of merger attached hereto as Exhibit A was adopted by the board of directors and shareholders of CSG on August 12, 1999 and by the board of directors of HSI CLUB on August 12, 1999.

3. The effective date of the merger shall be the date of filing of these Articles of Merger with the Florida Secretary of State.

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4. The merger of CSG into HSI CLUB is permitted by the laws of the Commonwealth of Pennsylvania and is in compliance therewith.

IN WITNESS WHEREOF, the undersigned hereby sign these Articles and affirm the statements made herein as true under the penalties of perjury this 12th day of August 1999.

CLUBSYSTEMS GROUP, INC.

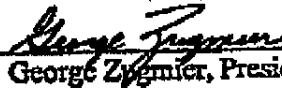
By



Eric L. Blum, Chairman

HSI CLUB ACQUISITION, INC.

By



George Zygmier, President

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EXHIBIT A

Plan of Merger

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**Exhibit A
PLAN
OF MERGER
of
CLUBSYSTEMS GROUP, INC.
(a Pennsylvania corporation)
into
HSI CLUB ACQUISITION, INC.
(a Florida corporation)**

1. The name of the corporation to be merged is CLUBSYSTEMS GROUP, INC., a Pennsylvania corporation ("CSG"). The name of the surviving corporation is HSI CLUB ACQUISITION, INC., a Florida corporation ("HSI CLUB").

2. The merger shall be effective upon the filing of Articles of Merger in the Pennsylvania Department of State and the filing of Articles of Merger with the Florida Secretary of State (the "Effective Date").

3. The terms and conditions of the proposed merger are as follows:

(a) The articles of organization of HSI CLUB on the Effective Date shall continue to be articles of organization of HSI CLUB.

(b) The directors and officers of HSI CLUB on the Effective Date shall continue to be the directors and officers of HSI CLUB.

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(c) The bylaws of HSI CLUB on the Effective Date shall continue to be the bylaws of HSI CLUB.

(d) The effect of the merger shall be the effect described in Section 1929 of the Business Corporation Law of the Commonwealth of Pennsylvania and Section 607.1106 of the Business Corporation Act of the State of Florida.

4. Upon the effective date of the merger, by virtue of the merger and without any further action on the part of CSG, HSI CLUB or their respective shareholders, (i) each share of common stock of CSG issued and outstanding on the Effective Date (each a "CSG Share") shall be changed and converted into shares of the \$.000000333 par value common shares ("Parent Shares") or shares of the \$.01 par value preferred stock of Hospitality Solutions International, Inc., a Florida corporation (the "Parent") and the only shareholder of HSI CLUB and (ii) outstanding options and warrants for CSG stock shall be changed and converted into Parent Shares, as follows:

(a) Except as set forth in subsections (b) and (c) below, each CSG Share issued and outstanding immediately prior to the Effective Date, including, without limitation, 7,000 shares held by Geocapital, shall be converted into the right to receive 6.212992 Parent Shares, issuable upon the surrender of the certificate formerly representing such CSG Share; and

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(b) All other CSG Shares issued and outstanding and owned by Geocapital immediately prior to the Effective Date shall be converted into the right to receive 6.5210156 Series B Preferred Stock of the Parent (the "Series B Preferred Parent Shares") issuable upon the surrender of the certificate formerly representing such CSG Shares; and

(c) Each CSG Share held in the treasury of CSG, if any, shall be canceled and retired and cease to exist, and no consideration shall be delivered in exchange therefor.

(d) The outstanding warrant for 65,000 shares of CSG stock held by Thomas Altman shall be converted into a warrant for 403,844 Parent Shares at an exercise price of \$.495 per share, with all other terms and conditions of such warrant remaining in full force and effect.

(e) The two outstanding options for 13,542 shares and 13,542 shares, respectively, of CSG stock held by Vincent DiFiglia shall be converted into options for 84,136 Parent Shares and 84,136 Parent Shares, respectively, at an exercise price of \$.495 per share and \$1.426 per share, respectively, with all other terms and conditions of such option remaining in full force and effect.

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(f) The two outstanding options for 13,542 shares and 13,542 shares, respectively, of CSG stock held by Todd Browning shall be converted into options for 84,136 Parent Shares and 84,136 Parent Shares, respectively, at an exercise price of \$.495 per share and \$1.426 per share, respectively, with all other terms and conditions of such option remaining in full force and effect.

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TOTAL P.08