



ACCOUNT NO. : 072100000032

REFERENCE : 820263 4802598

AUTHORIZATION :

COST LIMIT : \$ 78.75

FILED
00 SEP -6 PM 3:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
13

ORDER DATE : September 5, 2000

ORDER TIME : 1:51 PM

ORDER NO. : 820263-010

CUSTOMER NO: 4802598

000003384470--5

CUSTOMER: Ms. Eddie Bittle
Dilworth, Paxson Llp
3200 Mellon Bank Cntr.
1735 Market Street
Philadelphia, PA 19103

ARTICLES OF MERGER

COUNTRY CLUB SYSTEMS INC.

INTO

CLUBSYSTEMS GROUP INC.

G. COULLISTTE SEP - 7 2000

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

ARTICLES OF MERGER
Merger Sheet

MERGING:

COUNTRY CLUB SOFTWARE SERVICES, INC., a New York corporation,
F98000002713

INTO

CLUBSYSTEMS GROUP, INC., a Florida entity, P99000070898

File date: September 6, 2000

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 78.75

ARTICLES OF MERGER
OF
COUNTRY CLUB SYSTEMS, INC.
AND
CLUBSYSTEMS GROUP, INC.

FILED
00 SEP -6 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging COUNTRY CLUB SYSTEMS, INC., a New York corporation, with and into its parent corporation CLUBSYSTEMS GROUP, INC., a Florida corporation, as approved by the Board of Directors of the parent corporation on August 31, 2000.

2. The merger of COUNTRY CLUB SYSTEMS, INC. with and into CLUBSYSTEMS GROUP, INC. is permitted by the laws of the jurisdiction of organization of COUNTRY CLUB SYSTEMS, INC. and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of COUNTRY CLUB SYSTEMS, INC. was August 31, 2000.

3. As to COUNTRY CLUB SYSTEMS, INC., the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on August 31, 2000.

Executed on August 31, 2000.

CLUBSYSTEMS GROUP, INC.

By: 

Chief Executive Officer

COUNTRY CLUB SYSTEMS, INC.

By: 

Chief Executive Officer

PLAN OF MERGER

1. CLUBSYSTEMS GROUP, INC., which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of COUNTRY CLUB SYSTEMS, INC., which is a business corporation of the State of New York, hereby merges COUNTRY CLUB SYSTEMS, INC. into CLUBSYSTEMS GROUP, INC. pursuant to the provisions of the laws of the State of New York and pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of COUNTRY CLUB SYSTEMS, INC. shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and CLUBSYSTEMS GROUP, INC. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.
3. The issued shares of COUNTRY CLUB SYSTEMS, INC. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of CLUBSYSTEMS GROUP, INC. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or 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 Plan of Merger or of the merger herein provided for.