

12/20/2005 11:19:58 8508 85525

Division of Corporations

CT CORPORATION SYSTEM

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P99000070898

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

CLUBSYSTEMS GROUP, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

FILED
05 DEC 20 AM 9:08
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-05

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CT CORPORATION SYSTM

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ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Clubsystems Group, Inc.	Florida	P99000070898

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Clubsystems Holdings, Inc.	Florida	V43320

Third: The Plan of Merger is attached.

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

OR 12 /31 / 05 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/20/05 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/20/05 and shareholder approval was not required.

(Attach additional sheets if necessary)

 DEPT OF STATE
TALLAHASSEE, FLORIDA

05 DEC 20 AM 9:08

FILED

 EFFECTIVE DATE
12-31-05

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

35

Barry Symons, President

35,777

Barry Symons, President

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Chubsystems Holdings, Inc.

Jurisdiction

Florida

The name and jurisdiction of each subsidiary corporation:

Name

Chubsystems Group, Inc.

Jurisdiction

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each issued and outstanding share of Chubsystems Holdings, Inc. shall be converted into one issued and outstanding share of Chubsystems Group, Inc.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Each issued and outstanding share of Clubsystems Holdings, Inc. shall be converted into one issued and outstanding share of Clubsystems Group, Inc.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

- (a) The Certificate of Incorporation Clubsystems Group, Inc., as in effect on the date of the merger provided for in this Plan of Merger, shall continue in full force and effect as the Certificate of Incorporation of Clubsystems Group, Inc.
- (b) The by-laws of Clubsystems Group, Inc., as they shall exist on the effective date of this Plan of Merger shall be and remain the by-laws of Clubsystems Group, Inc. until the same shall be altered, amended and repealed as therein provided.
- (c) The directors and officers of Clubsystems Group, Inc. shall continue in office until their successors have been elected and qualified.
- (d) This merger shall become effective on December 31, 2005.