

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**MERGER OR SHARE EXCHANGE
CLUBSYSTEMS GROUP, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	12
Estimated Charge	\$105.00

RECEIVED

11 DEC 30 PM 8:12

CLUBSYSTEMS GROUP, INC.
TALLAHASSEE, FLORIDA

FILED
11 DEC 30 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12-31/11

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11 DEC 30 PM 12:01

SECRETARY OF STATE
TALLAHASSEE FLORIDA

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

Third: The Plan of Merger is attached.

OR 12 / 31 / 2011 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 12/7/11

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

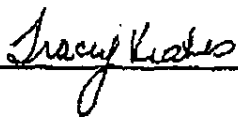
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/2/11

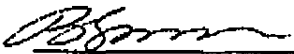
The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

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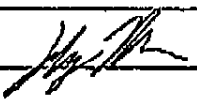
Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>Jonas Software USA Inc.</u>	<u></u>	<u>Tracey Keates, CFO, Secretary and Treasurer</u>
<u>Clubsystems Group, Inc.</u>	<u></u>	<u>Barry Symons, President, Treasurer and Secretary</u>
<u>Gulf Coast Software, Incorporated</u>	<u></u>	<u>Jeff McKee, Chief Financial Officer</u>
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<u>Clubsystems Group, Inc.</u>	<u></u>	<u>Barry Symons, President, Treasurer and Secretary</u>
<u>Gulf Coast Software, Incorporated</u>	<u></u>	<u>Jeff McKee, Chief Financial Officer</u>
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CLUBSYSTEMS GROUP, INC.
(a Florida corporation)

AND

GULF COAST SOFTWARE, INCORPORATED
(a Florida corporation)

AND

COMPUSOURCE CORPORATION
(a California corporation)

AND

CLUBPAY, LLC
(a Florida limited liability company)

AND

JONAS SOFTWARE USA INC.
(a Delaware corporation)

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 28th day of December, 2011, pursuant to Sections 252 and 264(c) of the General Corporation Law of the State of Delaware, between Jonas Software USA Inc., a Delaware corporation, Clubsystems Group, Inc., a Florida corporation, Gulf Coast Software, Incorporated, a Florida corporation, Compusource Corporation, a California corporation and ClubPay, LLC, a Florida limited liability company.

WITNESSETH that:

WHEREAS, all of the constituent entities desire to merge into a single corporation; and

NOW, THEREFORE, the corporations and limited liability companies, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Jonas Software USA Inc., hereby merges into itself Clubsystems Group, Inc., Gulf Coast Software, Incorporated, Compusource Corporation and ClubPay, LLC and said

Clubsystems Group, Inc., Gulf Coast Software, Incorporated, Compusource Corporation and ClubPay, LLC shall be and hereby are merged into Jonas Software USA Inc., which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Jonas Software Group Inc., as heretofore amended and is in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The authorized capital stock of each foreign corporation and membership interest which is a party to the merger is as follows:

Corporation	Class or Interest	Number of Shares or Percentage	Par value per share
Jonas Software USA Inc.	Common	3,000	\$.0001
Clubsystems Group, Inc.	Common	5,000	\$1.00
Gulf Coast Software, Inc.	Common	10,000	\$1.00
Compusource Corporation	Common	1,000,000	\$.0001
ClubPay, LLC	Membership Interest	100%	N/A

FOURTH: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the surviving corporation and the membership interest of the limited liability company shall be as follows:

(a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

(b) Each share of common stock of the merged corporations which shall be outstanding on the effective date of this Agreement will be cancelled without payment of consideration to the holder thereof.

(c) All of the membership interest will be cancelled without payment of consideration to the holder thereof.

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

(a) The by-laws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until

the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective on December 31, 2011.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the Secretary of each party hereto as the respective act, deed and agreement of said corporations on this 28th day of December, 2011.

Jonas Software USA Inc.

By: Tracy Keates
Name: Tracy Keates
Title: Secretary

Clubsystems Group, Inc.

By: _____
Name: Barry Symons
Title: Secretary

Jonas Software USA Inc.

By: _____

Name: Tracey Keates

Title: Secretary

Clubsystems Group, Inc.

By: _____

Name: Barry Symons

Title: Secretary

Gulf Coast Software, Incorporated



By: _____

Name: Jeff McKee

Title: Chief Financial Officer

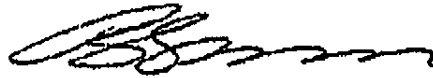
Compusource Corporation

By: _____

Name: Tracey Keates

Title: Vice President, Finance

ClubPay, LLC



By: _____

Name: Barry Symons

Title: President

Gulf Coast Software, Incorporated

By: _____
Name: Jeffrey McKee
Title: CFO

Compusource Corporation

By: Tracy Keates
Name: Tracy Keates
Title: Vice President, Finance

ClubPay, LLC

By: _____
Name: Barry Symons
Title: President