

V43320
Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000025833 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0380

RESUBMIT

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

RECEIVED

05 FEB - 1 PM 3:16

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
CLUBSYSTEMS HOLDINGS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	7 615
Estimated Charge	\$70.00

FILED
05 FEB - 1 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

Merger
CRB 2-2-05



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 1, 2005

CLUBSYSTEMS HOLDINGS, INC.
101 GREENWOOD AVE.
STE 420
JENKINTOWN, PA 19046US

RESUBMIT

SUBJECT: CLUBSYSTEMS HOLDINGS, INC.
REF: V43320

We have received your document for CLUBSYSTEMS HOLDINGS, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please add an exhibit indicating the titles, names, and addresses of the officers/directors of the surviving corporation.

THIS IS NEEDED SINCE IT STATES IN #4 OF THE PLAN OF MERGER THAT THE OFFICERS AND DIRECTORS OF MERGER SUB SHALL BE THOSE OF THE SURVIVING CORPORATION.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist

FAX Aud. #: E05000025833
Letter Number: 005A00006975

#05000025833 3

ARTICLES OF MERGER
OF
CSI MERGER SUB INC.,
a Florida corporation
INTO
CLUBSYSTEMS HOLDINGS, INC.,
a Florida corporation

FILED
05 FEB - 1 PM 4:06
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to Section 607.1105 of the Florida Business Corporation Act, CSI Merger Sub, Inc., a Florida corporation, and Clubsystems Holdings, Inc., a Florida corporation, hereby execute the following Articles of Merger:

FIRST: The names of the corporations participating in the merger and the jurisdictions under the laws of which they are respectively organized are as follows:

<u>Name of Corporation</u>	<u>Jurisdiction</u>
CSI Merger Sub Inc.	Florida
Clubsystems Holdings, Inc.	Florida

SECOND: The name and address of the surviving corporation are Clubsystems Holdings, Inc., 101 Greenwood Avenue, Suite 420, Jenkintown, PA 19406.

THIRD: On January 26, 2005, the shareholders of CSI Merger Sub Inc., the merging corporation, approved the Plan of Merger, attached hereto as Exhibit A.

FOURTH: On January 28, 2005, a majority of all of the shareholders of Clubsystems Holdings, Inc., the surviving corporation, voting as a single class, and a majority of all series of all of the Preferred Stock voting as a separate class, approved the Plan of Merger.

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

#05000025833 3

FILE No.184 02/01 '05 14:55 ID:CSC

FAX:850 558 1515

PAGE 4/ 7

Feb-01-05 02:35pm From-Cozen O'Connor
01/31/2005 11:45 FAX

215-665-2013

T-752 P.003/006 F-439
0006

H05000025833 3

IN WITNESS WHEREOF, each of the undersigned has caused these Articles of Merger
to be duly executed as of the 31st day of JANUARY, 2005.

CSI MERGER SUB INC.

By: [Signature]
Name: Barry Symons
Title: Director

CLUBSYSTEMS HOLDINGS, INC

By: [Signature]
Name: RICHARD A. VINES
Title: VICE CHAIRMAN + DIRECTOR

H05000025833 3

H05000025833 3

EXHIBIT A

PLAN OF MERGER OF
CSI MERGER SUB INC. WITH AND INTO
CLUBSYSTEMS HOLDINGS, INC.

1. **Merger.** At the Effective Time (as hereinafter defined), CSI Merger Sub Inc., ("Merger Sub"), a Florida corporation and wholly-owned subsidiary of Constellation Software (U.S.A.) Inc. ("CSI"), a Delaware corporation, shall be merged (the "Merger") with and into Clubsystems Holdings, Inc. ("Club"), a Florida corporation, with Club continuing its corporate existence and being the "Surviving Corporation" and as a wholly-owned subsidiary of CSI. From and after the Merger, the corporate existence of Merger Sub will terminate, all of its rights, privileges and immunities shall be merged with and into Club, and Club shall, as the Surviving Corporation, be fully vested therewith.

2. **Articles of Incorporation.** The Articles of Incorporation of Club as in effect immediately preceding the Effective Time shall remain in effect as the Articles of Incorporation of the Surviving Corporation.

3. **Bylaws.** The Bylaws of Club as in effect immediately preceding the Effective Time shall remain the bylaws of the Surviving Corporation.

4. **Directors and Officers.** The directors and officers of Merger Sub immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation immediately upon the Effective Time. The titles, names and addresses of the directors and officers of the Surviving Corporation immediately upon the Effective Time are set forth on Schedule 1, attached hereto.

5. **Conversion of Shares.** At the Effective Time, all of the shares of capital stock of Club outstanding immediately prior to the Effective Time shall be cancelled in exchange for an aggregate consideration of \$11,500,000.00 (the "Merger Consideration"). Each share of capital stock so cancelled shall be converted into the right to receive the per share Merger Consideration for such class and series of share of capital stock of Club as set forth below.

- a. For each outstanding share of Series A Preferred Stock: \$2.10
- b. For each outstanding share of Series B Preferred Stock: \$3.47
- c. For each outstanding share of Series C Preferred Stock: \$2.17
- d. For each outstanding share of Series D Preferred Stock: \$0.60
- e. For each outstanding share of Series E Preferred Stock: \$0.90
- f. For each outstanding share of Common Stock: \$0.00

6. **State Filings.** The proper officers of Merger Sub and Club shall make and execute the appropriate articles of merger, and such other documents, as are required by the State of Florida, and to cause the same to be filed, in the manner provided by law, with the appropriate state offices.

H05000025833 3

FILE No.184 02/01 '05 14:56 ID:CSC

Feb-01-05 02:38pm From-Cozen O'Connor

FAX:850 558 1515

PAGE 6/ 7

215-685-2013

T-732 P.005/006 F-488

H05000025833 3

7. **Effective Time.** The Merger shall become effective upon the filing of the Articles of Merger with the Secretary of State of Florida in such form as required by, and executed in accordance with the relevant provisions of the Florida Business Corporation Act (the "Effective Time").

H05000025833 3

H05000025833 3

SCHEDULE 1

Directors and Officers of the Surviving Corporation upon the Effective Time.

Director:

Barry Symons
20 Adelaide Street East
Toronto, Ontario, Canada
M5C 2T6

Officers:

As President, Secretary and Treasurer:

Barry Symons
20 Adelaide Street East
Toronto, Ontario, Canada
M5C 2T6

H05000025833 3