

M 79716

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

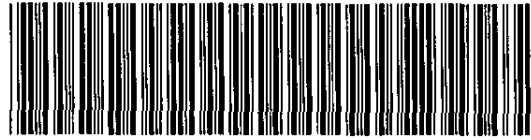
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900272958999

06/02/15--01001--003 \*\*78.75

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
15 JUN - 1 PM 2:38  
NOT REFERRED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

FILED  
2015 June 1 AM 6:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUN 01 2014  
C. CARROTHERS

CORP DIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-23

CONTACT: RICKY SOTO

DATE: 06/01/2015

REF. #: 9569916

CORP. NAME: FOOD SERVICE SALES & MARKETING ASSOCIATES, INC. merging into TCG  
ACQUISITION SUB 2, INC

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |
| <input type="checkbox"/> OTHER:                      |   |  |

~~\*\*\*FILE SECOND\*\*\*~~

STATE FEES PREPAID WITH CHECK# 31168485 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

**ARTICLES OF MERGER  
OF  
FOOD SERVICE SALES & MARKETING ASSOCIATES, INC.  
INTO  
TCG ACQUISITION SUB 2, INC.**

The following Articles of Merger are submitted to merge the following Delaware and Florida corporations in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

**FIRST:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
TCG Acquisition Sub 2, Inc.	Delaware	Not applicable

**SECOND:** The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Food Service Sales & Marketing Associates, Inc.	Florida	M79716

**THIRD:** The Plan of Merger (the "Plan of Merger"), attached hereto and incorporated herein as Exhibit A, was adopted by the sole shareholder of the surviving corporation in accordance with Section 607.1103, Florida Statutes, on June 1, 2015.

**FOURTH:** The Plan of Merger was adopted by the sole shareholder of the merging corporation in accordance with Section 607.1103, Florida Statutes, on June 1, 2015.

**FIFTH:** The effective date of the merger shall be June 1, 2015.

[The remainder of this page is intentionally left blank.]

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2015 Jun 1 AM 6:31

FILED

**EXHIBIT A**

**PLAN OF MERGER**

This Plan of Merger (the "Plan of Merger") is entered into this 1st day of June, 2015, by and between **FOOD SERVICE SALES & MARKETING ASSOCIATES, INC.**, a Florida corporation ("FSS&MA"), and **TCG ACQUISITION SUB 2, INC.**, a Delaware corporation ("TCG Sub 2"), pursuant to Chapter 607, Florida Statutes.

**WITNESSETH:**

**WHEREAS**, the sole shareholder of FSS&MA and the sole shareholder of TCG Sub 2 deem it advisable that FSS&MA merge with and into TCG Sub 2 (the "Merger"), as hereinafter specified;

**WHEREAS**, FSS&MA filed its Articles of Incorporation in the office of the Secretary of State of Florida and was duly formed on May 3, 1988. FSS&MA's shareholder interests are as follows:

The CORE Group, Inc.	100%
----------------------	------

**WHEREAS**, TCG Sub 2 filed its Certificate of Incorporation in the office of the Secretary of State of Delaware and was duly formed on May 4, 2015. TCG Sub 2's shareholder interests are as follows:

The CORE Group, Inc.	100%
----------------------	------

**WHEREAS**, after the Merger, TCG Sub 2 desires to amend its Certificate of Incorporation to change its name to HOPCO Foodservice Marketing, Inc.

**NOW, THEREFORE**, FSS&MA and TCG Sub 2, by and among their respective shareholders, in consideration of the mutual covenants, agreements and provisions hereinafter contained and contained in that certain Agreement and Plan of Merger, dated as of June 1, 2015, by and among The CORE Group, Inc. ("TCG"), a Delaware corporation, TCG Acquisition Sub 1, Inc., a Florida corporation, TCG Sub 2, FSS&MA, Richard Heidt, as an individual stockholder of FSS&MA, and Thomas Schreiber, on behalf of himself as an individual, as Trustee of the Thomas Schreiber Revocable Trust, a stockholder of FSS&MA, and as the FSS&MA stockholders' representative, do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

**FIRST:** The name and jurisdiction of the surviving corporation is:

**TCG ACQUISITION SUB 2, INC.**, a Delaware corporation

**SECOND:** The name and jurisdiction of the merging corporation is:

**FOOD SERVICE SALES & MARKETING ASSOCIATES, INC.**, a Florida corporation

**THIRD:** The Certificate of Incorporation of TCG Sub 2, as in effect on the date of the Merger, shall be the Certificate of Incorporation of the surviving corporation, provided that the name of the surviving corporation shall be changed to HOPCO Foodservice Marketing, Inc. No other amendments to such Certificate of Incorporations are desired to be effected by the Merger.

**FOURTH:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation, in whole or in part, or into cash or other property is as follows:

- A. Upon the effect of the Merger, the shareholder interests of TCG in FSS&MA will be converted to shares of the surviving corporation and the shareholder interests of the surviving corporation shall be as follows:

The CORE Group, Inc.	100%.
----------------------	-------

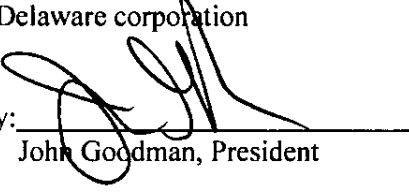
- B. Upon the effect of the Merger, the separate existence of FSS&MA will cease and all ownership interests of FSS&MA that have been issued prior to the Merger shall be cancelled and retired and all rights in respect thereof shall cease to exist without any payment therefor.

**FIFTH:** This Merger shall be effective as of the 1<sup>st</sup> day of June, 2015.

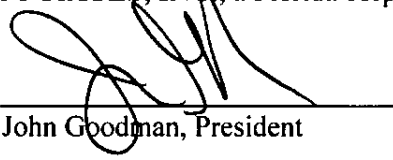
[The remainder of this page is intentionally left blank]

IN WITNESS WHEREOF, the parties to this Plan of Merger, pursuant to authority duly given by their respective shareholders, have caused this Plan of Merger to be executed as of the date first written above.

**TCG ACQUISITION SUB 2, INC.,**  
a Delaware corporation

By:   
John Goodman, President

**FOOD SERVICE SALES & MARKETING  
ASSOCIATES, INC.,** a Florida corporation

By:   
John Goodman, President