

P090000004567

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

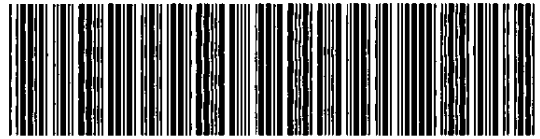
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100170676521

Morgan

03/04/10--01025--009 **105.00

2010 MAR -4 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

DR
3/8/10

NEXSEN | PRUET

Samuel W. Whitt
Special Counsel
Admitted in NC

February 26, 2010

Florida Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Merger

Dear Sir or Madam:

Enclosed please find an Articles of Merger for Trust Protect Defend, Inc., merging into Procysive Corp., a Delaware corporation, and a check in the amount of \$105.00 to file the Articles.

Charleston

Charlotte

Columbia

Greensboro

Greenville

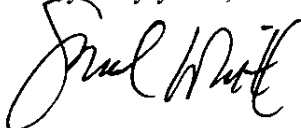
Hilton Head

Myrtle Beach

Raleigh

Please contact me at the number below with any questions or concerns.

Very truly yours,



Samuel W. Whitt

SWW/JFM
Enclosure

FILED
2010 MAR -4 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
TRUST PROTECT DEFEND, INC. AND SECURE SOLVE, INC.
INTO
PROCYSIVE CORP.**

PROCYSIVE CORP. (the "***Surviving Corporation***"), a corporation organized under the laws of the State of Delaware, hereby submits these Articles of Merger for the purpose of merging TRUST PROTECT DEFEND, INC., a corporation organized under the laws of the State of Florida, and SECURE SOLVE, INC., a corporation organized under the laws of the State of North Carolina (Trust Protect Defend, Inc. and Secure Solve, Inc. collectively referred to as the "***Merging Corporations***"), into the Surviving Corporation:

ARTICLE I

The Agreement and Plan of Merger attached hereto and incorporated herein by reference (the "***Plan of Merger***") was duly approved in the manner prescribed by law by the shareholders of each of the corporations participating in the merger on February 26, 2010.

ARTICLE II

The address of the principal office of the Surviving Corporation is 2530 Meridian Parkway, Durham, North Carolina 27713.

ARTICLE III


The Surviving Corporation is deemed to have appointed the Secretary of State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each Florida corporation that is a party to this merger, and the Surviving Corporation agrees to promptly pay to the dissenting shareholders of each Florida corporation that is a party to this merger the amount, if any, to which they are entitled under Section 607.1302 of the Florida Statutes.

ARTICLE IV

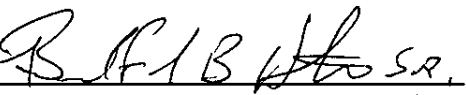
These Articles of Merger will be effective upon filing by the Secretary of State.

This 26th day of February, 2010.

PROCYSIVE CORP. (the Surviving Corporation)

By: 
Michael E. Moran, President

TRUST PROTECT DEFEND, INC. (a Merging Corporation)

By: 
Bradford B. Hutson, Sr., President

SECURE SOLVE, INC. (a Merging Corporation)

By: 
Michael E. Moran, President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("**Agreement**"), dated February 26, 2010 (the "**Signature Date**"), is between **PROCYSIVE CORP.**, a Delaware corporation ("**Procysive**"); **SECURE SOLVE, INC.**, a North Carolina corporation ("**SS**"); **TRUST PROTECT DEFEND, INC.**, a Florida corporation ("**TPD**"); **MICHAEL MORAN**, an individual residing in Chapel Hill, North Carolina ("**Moran**"); and **BRADFORD HUTSON**, an individual residing in Green Cove Springs, Florida ("**Hutson**"); with all of the foregoing collectively termed the "**Parties**".

BACKGROUND

The Board of Directors of each of Procysive, SS, and TPD have determined that it is advisable and in the best interests of their respective corporations and the shareholders thereof to cause SS and TPD to merge with and into Procysive (the "**Merger**"), upon the terms and conditions set forth in this Agreement. Moran and Hutson, all with David Israel, an individual residing in Chapel Hill, North Carolina, being the owners of all of the issued and outstanding shares of capital stock of each of the aforementioned corporations, have voted or have agreed to vote in favor of the Merger. In addition, Richard Hanaway, the owner of 0.79% of the outstanding Common Stock of SS ("**Hanaway**"), has also voted in favor of the Merger.

The parties intend, by signing this Agreement, to adopt a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "**Code**"), and to cause the merger to qualify as a tax-free, "type A" reorganization under the provisions of Sections 368(a)(1)(A) of the Code. Therefore, in consideration of the agreements set forth herein, the Parties hereby agree as follows:

1. **The Merger.** Subject to the terms and conditions set forth in this Agreement, and in accordance with the General Corporation Law of the State of Delaware (the "**Delaware Corporation Law**"), the Business Organizations laws of the State of Florida (the "**Florida Corporation Law**"), and the North Carolina Business Corporation Act (the "**North Carolina Corporation Law**"), at the effective time described in Section 2 below (the "**Effective Time**"), SS and TPD shall be merged with and into Procysive. At the Effective Time, the separate corporate existence of SS and TPD shall cease, and Procysive shall continue as the surviving corporation of the Merger.
2. **Effective Time of the Merger.** The Parties shall cause the Merger to be consummated by filing: (i) properly signed Certificate of Merger in the form attached as **Exhibit A** with the Secretary of State of the State of Delaware, as provided by Delaware General Corporation Law; (ii) properly signed Articles of Merger in the form attached as **Exhibit B** with the Secretary of State of the State of Florida, as provided in the Florida Corporation Law; and (iii) properly signed Articles of Merger in the form attached as **Exhibit C** with the Secretary of State of the State of North Carolina, as provided in the North Carolina Corporation Law, as soon as practicable. The Merger shall become effective upon the latest to occur of the filing of the Certificate of Merger by the Delaware Secretary of State, Articles of Merger by the Florida Secretary of State, the filing of the Articles of Merger by the of the

North Carolina Secretary of State, or March 15, 2010.

3. Effects of the Merger. The Merger shall have the effects provided by applicable law, including the provisions of the Delaware General Corporation Law, Florida Corporation Law and the North Carolina Corporation Law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the properties, rights, privileges, immunities, powers and franchises of Procysive, SS and TPD shall vest in Procysive, and all debts, liabilities and duties of SS and TPD shall become the debts, liabilities and duties of Procysive.

4. Directors and Officers of Procysive After the Merger. The directors and officers of Procysive shall continue as the directors and officers of Procysive at and after the Effective Time.

5. Certificate of Incorporation and Bylaws. The Certificate of Incorporation of Procysive, as amended and in effect immediately prior to the Effective Time, shall continue to be the Certificate of Incorporation of Procysive at and after the Effective Time, and shall continue as such until thereafter duly amended in accordance with applicable law. The bylaws of Procysive, as amended and in effect immediately prior to the Effective Time, shall be the bylaws of Procysive, and shall continue as such until thereafter duly amended in accordance with applicable law.

6. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of SS and TPD and the nature and amount of securities of Procysive which the holders of shares of SS Common Stock and TPD Common Stock are to receive in exchange for such shares are as follows:

6.1 SS Common Stock. Each one share of SS Common Stock which shall be issued and outstanding immediately before the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Time into one hundred fifty (150) fully-paid share(s) of Procysive Common Stock, and outstanding certificates representing shares of SS Common Stock shall thereafter represent shares of Procysive Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the Merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

6.2 TPD Common Stock. Each one share of TPD Common Stock which shall be issued and outstanding immediately before the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Time into one thousand five hundred (1500) fully-paid share(s) of Procysive Common Stock, and outstanding certificates representing shares of TPD Common Stock shall thereafter represent shares of Procysive Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the Merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

7. Surrender of Share Certificates. At the Effective Time, Huston, Israel, Moran and Hanaway shall surrender, or cause to be surrendered, to Procysive for cancellation all certificates and other instruments evidencing shares of the capital stock owned by them in SS and TPD.

8. Termination. This Plan may be terminated and abandoned at any time prior to the Effective Time of the Merger by the action of the Board of Directors of either Procysive, SS or TPD.

9. Amendment. This Plan may be amended in any manner at any time before the Effective Time by the mutual consent of the Boards of Directors of Procysive, SS or TPD.

10. Counterparts. For the convenience of the Parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have executed this Plan as of the date written above.

PROCYSIVE CORP.



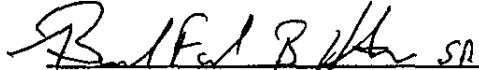
Michael E. Moran, President

SECURE SOLVE, INC.



Michael E. Moran, President

TRUST PROTECT DEFEND, INC.



Bradford B. Hutson, Sr., President

Exhibit A

Delaware Certificate of Merger

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is: Procysive Corp., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Trust Protect Defend, Inc., a Florida corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is Procysive Corp., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The authorized stock of the non-Delaware corporation is 1000 shares at \$0.001 par value.

SIXTH: The merger is to become effective upon filing this Certificate of Merger.

SEVENTH: The Agreement and Plan of Merger is on file at 2530 Meridian Parkway, Durham, North Carolina 27713, an office of the surviving corporation.

EIGHTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, this 26th day of February, 2010.

Procysive Corp.

By: Michael E. Moran
Michael E. Moran, President

Exhibit B

Florida Articles of Merger

Exhibit C

North Carolina Articles of Merger

**ARTICLES OF MERGER
OF
TRUST PROTECT DEFEND, INC. AND SECURE SOLVE, INC.
INTO
PROCYSIVE CORP.**

PROCYSIVE CORP. (the "*Surviving Corporation*"), a corporation organized under the laws of the State of Delaware, hereby submits these Articles of Merger for the purpose of merging SECURE SOLVE, INC., a corporation organized under the laws of the State of North Carolina, and TRUST PROTECT DEFEND, INC., a corporation organized under the laws of the State of Florida (Secure Solve, Inc. and Trust Protect Defend, Inc. collectively referred to as the "*Merging Corporations*"), into the Surviving Corporation:

1. The name of the surviving corporation is PROCYSIVE CORP., a corporation organized under the laws of the State of Delaware; the names of the merged corporations are SECURE SOLVE, INC., a corporation organized under the laws of the State of North Carolina, and TRUST PROTECT DEFEND, INC., a corporation organized under the laws of the State of Florida.
2. Attached is a copy of the Plan of Merger that was duly approved in the manner prescribed by law by each of the corporations participating in the merger:
3. With respect to the surviving corporation, shareholder approval was required for the merger and the Plan of Merger was approved on February 26, 2010 by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
4. With respect to the merged corporations, shareholder approval was required for the merger and the Plan of Merger was approved on February 26, 2010 by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
5. The merger is permitted by the law of the state or country of incorporation or organization of the foreign entity which is a party.
6. The foreign entity which is a party has complied or shall comply with the applicable laws of its state or country of incorporation or organization.
7. These articles will be effective upon filing by the Secretary of State.

This the 26 day of Feb., 2010.

PROCYSIVE CORP. (the Surviving Corporation)

By: Michael E. Moran
Michael E. Moran, President

TRUST PROTECT DEFEND, INC. (a Merging Corporation)

By: Bradford B. Hutson, Sr.
Bradford B. Hutson, Sr., President

SECURE SOLVE, INC. (a Merging Corporation)

By: Michael E. Moran
Michael E. Moran, President