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SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 10 PM 1:27

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

100002024951--1
-12/10/96--01125--004
*****70.00 *****70.00

PFG Holding, Inc

☒ Profit Articles

☐ NonProfit

☐ Amendment

☐ Merger

☐ Limited Liability Company

☐ Dissolution/Withdrawal

☐ Mark

☐ Foreign

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Limited Liability Partnership

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

☐ CUS

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W.P. Verifier

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12/10/96

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: PFG Holding, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Jennifer Horn Noonan
Name (Printed or typed)

2700 First American Center
Address

Nashville, TN 37238-2700

City, State & Zip

(615) 742-6265

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
PFG HOLDING, INC.**

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be: PFG Holding, Inc.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

6800 Paragon Place
Suite 500
Richmond, VA 23230

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares, no par value per share.

ARTICLE IV

The name and address of the initial registered agent is:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

ARTICLE V

The name and street address of the incorporator to these Articles of Incorporation is:

Jennifer Horn Noonan
Bass, Berry & Sims PLC
2700 First American Center
Nashville, TN 37238-2700

ARTICLE VI

The purpose of the corporation shall be to engage in any lawful business.

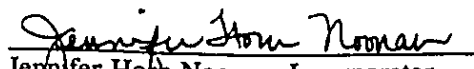
ARTICLE VII

The corporation shall indemnify each person who is or was a director, officer, employee or agent of the corporation to the fullest extent permitted by the Florida General Corporation Act, as the same exists or may hereafter be amended, but such indemnification shall not be deemed exclusive of any other rights to which any director, officer, employee or agent may be entitled. The corporation may purchase and maintain insurance or another arrangement on behalf of any person who is or was a director, officer, employee or agent of the corporation as permitted by the Florida General Corporation Act, as amended.

ARTICLE VIII

A director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except to the extent otherwise expressly provided by the Florida General Corporation Act, as such statute now exists or may hereafter be amended. Any repeal or modification of this Article or adoption of any other provision of these Articles of Incorporation inconsistent with this Article by the shareholders of the corporation shall be prospective only and shall not adversely affect any limitation of the liability of a director of the corporation existing at the time of such repeal, modification, or adoption of an inconsistent provision.

Dated: December 9, 1996.


Jennifer Hohn Noonan, Incorporator

#490393

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is PFG Holding, Inc.

2. The name and address of the registered agent and office is:

CT Corporation System
(NAME)

1200 South Pine Island Road
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Plantation, FL 33324
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Connie Bryan
(SIGNATURE)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

12-10-96
(DATE)