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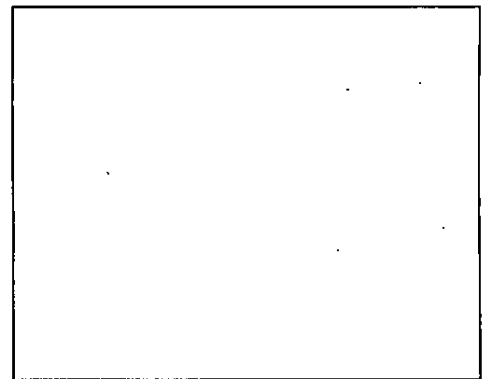
EFFECTIVE DATE
12-31-06

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DEPARTMENT OF STATE
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merger

FLORIDA RESEARCH & FILING SERVICES, INC.
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ENTITY NAME:

1. PFG HOLDING, INC.
Merging into: PROGRESSIVE GROUP ALLIANCE, INC.

CK# 2337

AMOUNT \$78.75

PLEASE FILE THE ATTACHED MERGER & RETURN THE FOLLOWING:

☒ XXX CERTIFIED COPY

☐ STAMPED COPY

☐ CERTIFICATE OF STATUS

Examiner's Initials

ARTICLES OF MERGER
of
PFG HOLDING, INC.
(a Florida corporation)
with and into
PROGRESSIVE GROUP ALLIANCE, INC.
(a Virginia corporation)

EFFECTIVE DATE
12-31-06

Pursuant to the provisions of Sections 607.1109 and 607.1107 of the Florida Business Corporation Act, the undersigned hereby adopt the following articles of merger for the purposes of merging PFG Holding, Inc., a Florida corporation, with and into Progressive Group Alliance, Inc., a Virginia corporation (collectively the "Merging Entities"), (the "Merger"):

1. The Agreement and Plan of Merger for merging PFG Holding, Inc. with and into Progressive Group Alliance, Inc., the surviving company in the Merger, is attached hereto as Exhibit A and made a part hereof (the "Agreement and Plan of Merger").
2. The Agreement and Plan of Merger was approved, adopted, and recommended to the sole shareholder of PFG Holding, Inc. by the Board of Directors of PFG Holding, Inc., effective as of December 27, 2006. The sole shareholder of PFG Holding, Inc. approved the Agreement and Plan of Merger by unanimous written consent pursuant to Section 607.0704 of the Florida Business Corporation Act, effective as of December 27, 2006.
3. The Agreement and Plan of Merger was approved, adopted, and recommended to the sole shareholder of Progressive Group Alliance, Inc. by the Board of Directors of Progressive Group Alliance, Inc., effective as of December 27, 2006. The sole shareholder of Progressive Group Alliance, Inc. approved the Agreement and Plan of Merger by unanimous written consent pursuant to Section 13.1-657 of the Virginia Stock Corporation Act, effective as of December 27, 2006.
4. The principal address of Progressive Group Alliance, Inc. under the laws of the State of Florida is 7420 Ranco Road, Richmond, Virginia 23228. Progressive Group Alliance, Inc. 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 PFG Holding, Inc. Progressive Group Alliance, Inc. has agreed to promptly pay to any dissenting shareholders of PFG Holding, Inc. the amount, if any, to which such shareholder is entitled under Section 607.1302 of the Florida Business Corporation Act.
5. These Articles of Merger and the Merger shall be effective at 12:00:01 a.m. Eastern Standard Time on December 31, 2006.

[Next Page is Signature Page]

FILED
2006 DEC 28 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the Merging Entities have caused these Articles of Merger to be signed by the undersigned authorized persons effective as of December 27, 2006.

PFG HOLDING, INC.

a Florida corporation

By: 

Name: Joseph J. Traficanti

Title: Vice President and Secretary

PROGRESSIVE GROUP ALLIANCE, INC.

a Virginia corporation

By: 

Name: Joseph J. Traficanti

Title: Vice President and Secretary

Exhibit A
Agreement and Plan of Merger

**AGREEMENT AND PLAN OF MERGER
BY AND BETWEEN
PFG HOLDING, INC.
AND
PROGRESSIVE GROUP ALLIANCE, INC.**

This Agreement and Plan of Merger (the "Plan"), dated December 27, 2006, is made and entered into by and between PFG Holding, Inc., a Florida corporation ("PFG Holding"), and Progressive Group Alliance, Inc., a Virginia corporation ("Pro Group").

WHEREAS, pursuant to the terms hereof, the parties hereto wish to provide for the merger of PFG Holding with and into Pro Group (the "Merger") pursuant to which Pro Group will be the surviving company (the "Surviving Company") on the terms and conditions contained herein.

NOW, THEREFORE, in consideration of the premises and the mutual agreements hereinafter expressed, and subject to the satisfaction or waiver of the conditions hereof, the parties hereto agree as follows:

1. Merger and Effect of Merger.

(a) The name of the Florida corporation is "PFG Holding, Inc.".

(b) The name of the Virginia corporation is "Progressive Group Alliance, Inc.".

(c) At the Effective Time, PFG Holding shall be merged with and into Pro Group and the separate corporate existence of PFG Holding shall thereupon cease. Pro Group will be the Surviving Company in the Merger, and Pro Group, with all its purposes, objects, rights, privileges, powers and franchises, shall continue unaffected and unimpaired by the Merger.

(d) The Articles of Incorporation and Bylaws of Pro Group as existing and constituted immediately prior to the Effective Time of the Merger shall be and constitute the Articles of Incorporation and Bylaws of the Surviving Company.

(e) The members of the Board of Directors and the officers of Pro Group immediately prior to the Effective Time of the Merger shall be the members of the Board of Directors and the officers, respectively, of the Surviving Company.

2. Conversion of Shares. At the Effective Time (as defined below), by virtue of the Merger and without any action on the part of any holder of any shares of the capital stock of PFG Holding or Pro Group:

(a) All issued and outstanding shares of common stock of PFG Holding immediately prior to the Effective Time shall be cancelled in consideration of the assumption by the Surviving Company of all of the assets and liabilities of PFG Holding.

(b) The outstanding shares of capital stock of Pro Group as of the Effective Time of the Merger shall continue to represent the capital stock of the Surviving Company and shall be unaffected by the Merger.

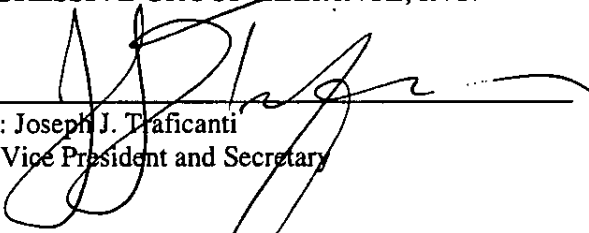
3. Tax Treatment. The Merger is intended to be tax-free pursuant to the Internal Revenue Code of 1986, as amended.

4. Effective Time. The Effective Time of the Merger shall be 12:00:01 a.m. Eastern Standard Time on December 31, 2006, the time specified in the Articles of Merger filed with the Secretary of State of the State of Florida and the Articles of Merger filed with the Secretary of State of the State of Virginia (the "Effective Time").

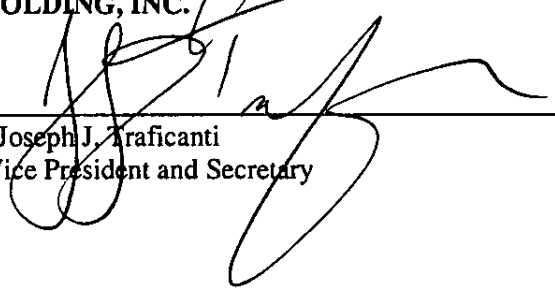
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IN WITNESS WHEREOF, the parties hereto have duly executed this Plan effective as of the date first above written.

PROGRESSIVE GROUP ALLIANCE, INC.

By: 
Name: Joseph J. Traficanti
Title: Vice President and Secretary

PFG HOLDING, INC.

By: 
Name: Joseph J. Traficanti
Title: Vice President and Secretary