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PACEL CORP
Form 8-K
March 25, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15 (d) of The Securities Exchange Act of 1934

Date of Report: March 24, 2005
Date of earliest event reported: February 15, 2005

PACEL CORP.

(Exact name of registrant as specified in its charter)

Nevada	000-29459	54-1712558
----- (State or other jurisdiction of incorporation)	----- (Commission file number)	----- (IRS Employer Identification No.)
7621 Little Ave. Suite 101, Charlotte, North Carolina		28226
----- (Address of principal executive offices)		----- (Zip Code)

Registrant's telephone number, including area code: (704) 643-0676

N/A

(Former name or former address, if changes since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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SECTION 1- REGISTRANT'S BUSINESS AND OPERATIONS

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

Effective February 15, 2005, the registrant through its subsidiary, The Resourcing Solutions Group, Inc. entered into a Strategic Alliance Agreement with Critical Point LLC ("Critical"). Though the Agreement is effective as of February 15, the registrant received the signature of the authorized representative of Critical Point on March 21, 2005. This accounts for the filing at this time.

The Agreement has three components:

- o Critical Point will allow the registrant access to Critical Point's data base of employee benefits providers. This will allow the registrant and Critical Point to engage in the joint marketing of their respective services to both employers and the third party benefits providers;
- o Critical Point will provide third-party administrator services to the registrant's clients;
- o The registrant will become a reseller of insurance products for which Critical Point now acts a wholesaler.

The complete Agreement is attached as an exhibit.

SECTION 9. FINANCIAL STATEMENTS AND EXHIBITS

ITEM 9.01 EXHIBITS

Exhibit No.	Description
10.1	Strategic Alliance Agreement

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Pacel Corporation

Dated: March 24, 2005

By: /s/ GARY MUSSELMAN
President