



H 15974

NOVA CORPORATION
One Concourse Parkway
Suite 300
Atlanta, GA 30328

(770) 396-1456 Office
(770) 698-1046 Fax

December 29, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700003086787--6
-01/04/00--01006--004
*****78.75 *****78.75

Re: *Merger of Fairway Marketing Group, Inc. into PMT Resources, Inc.*

Dear Sir/Madam:

Please find enclosed an original and a copy of the Articles of Merger for the merger of Fairway Marketing Group, Inc. ("Fairway"), a Florida corporation, into PMT Resources, Inc., a Delaware corporation. Please note that the effective date of this merger is December 31, 1999. Enclosed also is a copy of a letter from the Florida Department of Revenue regarding the tax status for Fairway.

In addition, please also find enclosed a check in the amount of \$78.75, payable to the Secretary of State of Florida, in payment of the applicable filing fees.

Please stamp or otherwise endorse your official title and the date and time of receipt on the enclosed original and the copy evidencing that the Articles of Merger have been duly filed and return the copy to me in the enclosed self-addressed stamped envelope.

Thank you for your prompt attention to this matter. Should you have any questions or concerns, please do not hesitate to call me at (770) 522-1704. Should you have any questions regarding the tax status for Fairway, please call Sherry Clemit at (770) 396-1456.

Sincerely,

Donald W. Luther

Donald W. Luther

EFFECTIVE DATE
12-31-99

Merger
NS 1-6-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 30 PM 5:46

ARTICLES OF MERGER
Merger Sheet

MERGING:

FAIRWAY MARKETING GROUP, INC., a Florida corporation (Document
#H15974)

INTO

PMT RESOURCES, INC., a Delaware corporation not qualified in Florida

File date: December 30, 1999, effective December 31, 1999

Corporate Specialist: Louise Flemming-Jackson

EFFECTIVE DATE
12-31-99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 DEC 30 PM 5:47

ARTICLES OF MERGER
of
FAIRWAY MARKETING GROUP, INC. (a Florida corporation)
into
PMT RESOURCES, INC. (a Delaware corporation)

I

The Plan of Merger is attached hereto as Exhibit A and is incorporated herein by reference.

II

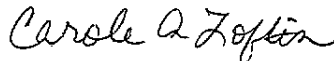
The effective date of the merger shall be December 31, 1999.

III

The Plan of Merger was adopted by the Board of Directors of PMT Resources, Inc. on December 16, 1999 and shareholder approval of the merger was not required, pursuant to Florida Business Corporation Act §607.1104(1)(a).

Fairway Marketing Group, Inc.

ATTEST:



Carole A. Loftin
Secretary

By: 

John Perry
CEO & President

PMT Resources, Inc.

ATTEST:



Carole A. Loftin
Secretary

By: 

John Perry
CEO & President

EXHIBIT A

**PLAN OF MERGER
of
FAIRWAY MARKETING GROUP, INC. (a Florida corporation)
into
PMT RESOURCES, INC. (a Delaware corporation)**

1. Name and jurisdiction of constituent corporations:

Parent Corporation: PMT Resources, Inc., a Delaware corporation
Subsidiary Corporation: Fairway Marketing Group, Inc., a Florida corporation
Surviving Corporation: PMT Resources, Inc., a Delaware corporation
2. PMT Resources, Inc. shall merge Fairway Marketing Group, Inc. into itself.
3. All previously issued shares of common stock of Fairway Marketing Group, Inc. shall be canceled and retired, all rights in respect thereof shall cease, and no cash or securities or other property shall be issued in respect thereof.