



THE UNITED STATES
CORPORATION
COMPANY

95 000006761

ACCOUNT NO. : 072100000032

REFERENCE : 652092 7141634

AUTHORIZATION :

COST LIMIT

Patricia P. Pitt
70.00

ORDER DATE : December 29, 1997

ORDER TIME : 8:51 AM

ORDER NO. : 652092-015

CUSTOMER NO: 7141634

EFFECTIVE DATE
12-31-97

800002385898--0

CUSTOMER: Frank Mellon, Esq
Enterprise Business Law Group
Suite 540
8280 Greensboro Drive
Mc Lean, VA 22102

ARTICLES OF MERGER

DIRECT RESOURCE MANAGERS, INC.

INTO

DIRECT RESOURCE GROUP, INC.

FILED
97 DEC 30 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: _____

Margaret
12/30

P95000006761

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

DIRECT RESOURCE MANAGERS, INC., a Florida corporation, document
number P95000007177

INTO

DIRECT RESOURCE GROUP, INC., a Florida corporation, P95000006761.

File date: December 30, 1997 , effective December 31, 1997

Corporate Specialist: Karen Gibson

EFFECTIVE DATE
12-31-97

ARTICLES OF MERGER
MERGING
DIRECT RESOURCE MANAGERS, INC.
INTO
DIRECT RESOURCE GROUP, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF MERGER, dated the 15th day of December, 1997, pursuant to the Florida Business Corporation Act (Chapter 607, Florida Statutes) (hereinafter referred to as the "Florida Act") are entered into by and between Direct Resource Managers, Inc., a Florida corporation, and Direct Resource Group, Inc., a Florida corporation, which are hereinafter collectively referred to as the "Constituent Corporations."

FIRST: Each of the Constituent Corporations has agreed to merge, and the terms and conditions of the merger, the manner of carrying the same into effect, and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to the Florida Act, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged are and shall be as set forth herein.

SECOND: The parties to these Articles of Merger are DIRECT RESOURCE MANAGERS, INC., a corporation organized under the Law of the State of Florida (hereinafter referred to as "Merged Corporation"), and DIRECT RESOURCE GROUP, INC., a corporation organized under the Law of the State of Florida.

THIRD: DIRECT RESOURCE MANAGERS, INC. shall be merged with and into DIRECT RESOURCE GROUP, INC.

FOURTH: DIRECT RESOURCE GROUP, INC. shall be the surviving corporation, (hereinafter referred to as the "Surviving Corporation").

FIFTH: The effective date of Merger shall be as of midnight on December 31, 1997 ("Effective Date").

SIXTH: As to the Merged Corporation, the Plan of Merger was unanimously adopted by both the Directors and the Shareholders on December 15, 1997.

SEVENTH: As to the Surviving Corporation, the Plan of Merger was unanimously adopted by both the Directors and the Shareholders on December 15, 1997.

EIGHTH: The Articles of Incorporation of the Surviving Corporation are not amended; all the terms and provisions thereof are hereby incorporated in these Articles of Merger and made a part hereof with the same force and effect as if herein set forth in full; and, from and after the Effective Date and until further amended as provided by law, said Articles of Incorporation, separate and apart from these Articles of Merger, shall be, and may be separately certified as, the Charter of the Surviving Corporation.

NINTH: The manner and basis of converting or exchanging the issued stock of each of the Constituent Corporations into different stock or other consideration, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged on the Effective Date shall be as follows:

(a) The issued and outstanding common stock of Surviving Corporation shall remain issued and outstanding; and

(b) Upon the merger the stock of the Merged Corporation shall be canceled.

TENTH: The principal office of Merged Corporation is 3706 North Ocean Blvd, Suite 220, Ft. Lauderdale, FL 33308.

ELEVENTH: The principal office of the Surviving Corporation is 3706 North Ocean Blvd, Suite 220, Ft. Lauderdale, FL 33308.

TWELFTH: The sole director and the sole shareholder of the Merged Corporation on December 15, 1997 unanimously adopted and approved the merger substantially upon the terms and conditions set forth in these Articles of Merger and by resolution approved and adopted the Plan of Merger.

THIRTEENTH: The sole director and the sole shareholder of the Surviving Corporation on December 15, 1997 unanimously adopted and approved the merger substantially upon the terms and conditions set forth in these Articles of Merger and by resolution approved and adopted the Plan of Merger.

FOURTEENTH: These Articles of Merger were duly advised, authorized, and approved in the manner and by the vote required by the Charter of Surviving Corporation, and by the Charter of Merged Corporation.

FIFTEENTH: The terms and conditions of the merger are that upon the Effective Date:

(a) the separate existence of the Merged Corporation shall cease;

(b) the assets and liabilities of Merged Corporation shall be taken up on the books of the Surviving Corporation and the amount at which they shall at that time be carried on the books of Merged Corporation, subject to such adjustments, if any, as may be necessary to conform to the Surviving Corporation's accounting procedures;

(c) all the rights, privileges, immunities, powers, purposes, and franchises of Merged Corporation (including the right to, use of and ownership of the name "Direct Resource Managers" and "Direct Resource Manager, Inc.") and all property, real, personal, and mixed, and all debts due to Merged Corporation shall be vested in the Surviving Corporation, and all property rights, privileges, immunities, powers, purposes, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving

Corporation as they were of Merged Corporation, and all debts, liabilities, obligations, and duties of Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such had been incurred or contracted by it; and


(c) all the rights, privileges, immunities, powers, purposes, and franchises of the Surviving Corporation and all duties of the Surviving Corporation shall continue to be those of the Surviving Corporation and may be enforced by or against it to the same extent as if such had been incurred or contracted by it.

The merger provided for by these Articles of Merger shall become effective and the separate existence of Merged Corporation, except insofar as continued by statute, shall cease as of midnight on December 31, 1997 (the "Effective Date").

IN WITNESS WHEREOF, DIRECT RESOURCE MANAGERS, INC. and DIRECT RESOURCE GROUP, INC. have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and their respective corporate seals to be hereunder affixed and attested to by their respective Secretaries as of the day and year set forth by their names.

DIRECT RESOURCE GROUP, INC.

By:


William L. Rountree,
President


Date: December 15, 1997

ATTEST:


Barbara S. Mulligan, Secretary

DIRECT RESOURCE MANAGERS, INC.

By:

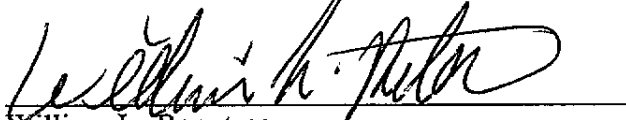

William L. Rountree,
President

Date: December 15, 1997

ATTEST:


Barbara S. Mulligan, Secretary

THE UNDERSIGNED, President of DIRECT RESOURCE GROUP, INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


William L. Rountree


THE UNDERSIGNED, President of DIRECT RESOURCE MANAGERS, INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


William L. Rountree

STATE OF Virginia :
Fauquier COUNTY : SS.

Before me, the undersigned authority, on this day personally appeared William L. Rountree, known to me and whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office on December 15, 1997.


Notary Public

My Commission expires: May 31, 1998

EXHIBIT A

PLAN OF MERGER
MERGING
DIRECT RESOURCE MANAGERS, INC.,
a Florida Corporation
INTO
DIRECT RESOURCE GROUP, INC.,
a Florida Corporation

This Plan of Merger dated December 15, 1997 between Direct Resource Managers, Inc., a Florida corporation, and Direct Resource Group, Inc., a Florida corporation (collectively, "Constituent Corporations").

Pursuant to due authorization and approval by each of the Constituent Corporations:

1. Direct Resource Managers, Inc., a Florida corporation, ("Merged Corporation") shall merge with and into Direct Resource Group, Inc., a Florida corporation ("Merger").
2. Direct Resource Group, Inc., a Florida corporation, shall be the surviving corporation ("Surviving Corporation").
3. The effective date of Merger shall be as midnight on December 31, 1997 ("Effective Date").
4. The Sole Director and the Sole Shareholder of the Surviving Corporation has approved the Merger and the Sole Shareholder and Sole Director of the Merged Corporation has approved the Merger.
5. The Plan of Merger was duly adopted by Resolution unanimously approved by the shareholders and directors of both the Merged Corporation and the Surviving Corporation on December 15, 1997.
6. The manner and basis of converting or exchanging shares of the issued stock of each of the Constituent Corporations on the Effective Date shall be as follows:
 - (a) The issued and outstanding common stock of the Surviving Corporation shall remain issued and outstanding; and
 - (b) Upon the Merger becoming effective the stock of the Merged Corporation shall be canceled.
7. The Merger is permitted by the laws of the State of Florida.
8. Upon the Merger becoming effective, the rights, privileges, immunities, powers,

purposes and franchises of the Surviving Corporation and all debts, liabilities, obligations and duties of the Surviving Corporation shall be pursuant to, governed by and as set forth in the Florida Business Corporation Act (Chapter 607, Florida Statutes).

DIRECT RESOURCE GROUP, INC.,
a Florida Corporation

By: 

William L. Rountree, President

Date: December 15, 1997

ATTEST:


Barbara S. Mulligan, Secretary

DIRECT RESOURCE MANAGERS, INC.,
a Florida Corporation

By: 

William L. Rountree, President

Date: December 15, 1997

ATTEST:


Barbara S. Mulligan, Secretary

STATE OF Virginia :
: SS.
Fauquier COUNTY :

Before me, the undersigned authority, on this day personally appeared William L. Rountree, known to me and whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office on December 15, 1997.


Notary Public

My Commission expires: May 31, 1998