

P95000006761

ENTERPRISE

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October 11, 1999

Francis X. Mellon

Direct Dial: 703/848-8319

FILED  
99 OCT 15 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-10/15/99-01052--001

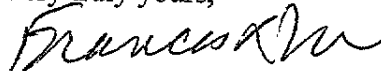
\*\*\*\*\*70.00 \*\*\*\*\*70.00

To Whom It May Concern:

Enclosed are Articles of Merger with a Plan of Merger attached pursuant to which Entrepreneur Enterprises, Inc. is merged into Direct Resource Group, Inc. and our check made payable to the "Florida Department of State" in the amount of \$70.00 in full payment for filing these Articles of Merger and one certified copy of thereof. Please forward this copy to me at the above address.

Please contact me at the above address or telephone 703-848-8317 or fax 703-848-8333 if there are any questions regarding this filing. Thank you.

Very truly yours,



Francis X. Mellon

cc: William L. Rountree

*Merger*

V. SHEPARD OCT 25 1999

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

ENTREPRENEUR ENTERPRISES, INC., a Florida corporation, P93000039376

INTO

**DIRECT RESOURCE GROUP, INC.**, a Florida entity, P95000006761.

File date: October 15, 1999

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER  
MERGING  
ENTREPRENEUR ENTERPRISES, INC.,  
a Florida Corporation  
INTO  
DIRECT RESOURCE GROUP, INC.,  
a Florida Corporation

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The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.11105, F.S.

**First:** The name and jurisdiction of the surviving corporation is Direct Resource Group, Inc., a Florida corporation.

**Second:** The name and jurisdiction of the merging corporation is Entrepreneur Enterprises, Inc., a Florida corporation

**Third:** The Plan of Merger is attached hereto as Exhibit A.


**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**Fifth:** The Plan of Merger was adopted by the shareholders of the surviving corporation on October 10, 1999.

**Sixth:** The Plan of Merger was adopted by the shareholders of the merging corporation on October 10, 1999.

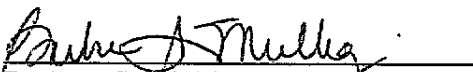
**Seventh:** Signatures for each corporation:

ENTREPRENEUR ENTERPRISES, INC.


By:   
William L. Rountree,  
President

Date: October 10, 1999

ATTEST:

  
Barbara S. Mulligan, Secretary

DIRECT RESOURCE GROUP, INC.

By:   
William L. Rountree,  
President

Date: October 10, 1999

ATTEST:

  
Barbara S. Mulligan, Secretary

EXHIBIT A

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

The following Plan of Merger is submitted in compliance with section 607.1101, F.S., and in accordance with the laws of any other applicable jurisdiction of incorporation

**First:** The name and jurisdiction of the surviving corporation is Direct Resource Group, Inc., a Florida corporation (the "Surviving Corporation").

**Second:** The name and jurisdiction of the merging corporation is Entrepreneur Enterprises, Inc., a Florida corporation (the "Merged Corporation").

**Third:** The terms and conditions of the merger are that, upon the merger becoming effective:

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

(b) the assets and liabilities of the Merged Corporation shall be taken up on the books of the Surviving Corporation at the amount at which they are carried on the books of the 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 the Merged Corporation (including the right to, use of and ownership of the name "Entrepreneur Enterprises", "Entrepreneur Enterprises, Inc.", and "EEI") and all property, real, personal, and mixed, and all debts due to the 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 of the Merged Corporation shall be thereafter the property of the Surviving Corporation, and all debts, liabilities, obligations, and duties of the 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

(d) 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.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

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

(b) Upon the merger becoming effective, the stock of the Merged Corporation shall be canceled; and

(c) There are no rights to acquire shares of either corporation.