

P95000007177

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

300002396343--9

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