

F45230

Florida Department of State

Division of Corporations

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From:

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MERGER OR SHARE EXCHANGE

GVI Merger, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
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Merger
PRB-16
5

ARTICLES OF MERGER
Merger Sheet

MERGING:

GERO VITA INTERNATIONAL, INC., a Florida corporation, document number
F45230

INTO

GVI MERGER, INC., a Nevada entity not qualified in Florida

File date: July 16, 2002

Corporate Specialist: Karen Gibson

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

GVI Merger, Inc., a Nevada corporation (the "Surviving Corporation"), and Gero Vita International, Inc., a Florida corporation (the "Non-surviving Corporation"), hereby state and certify as follows, for the purposes of effecting an agreement and plan of merger between them, pursuant to the requirements of Section 92A.200 of the Nevada Revised Statutes and Section 607.1107 of the Florida Business Corporation Act:

1. Attached as Exhibit "A" is the Agreement and Plan of Merger between the Non-surviving Corporation and the Surviving Corporation, which is hereby incorporated by such reference as if fully herein set forth (the "Plan of Merger").

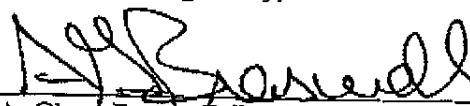
2. The merger of the Non-surviving Corporation with and into the Surviving Corporation shall become effective at 11:30 p.m. (Pacific Time) on July 16, 2002 (the "Effective Date").

3. The Plan of Merger was duly and unanimously authorized, approved and adopted by the Board of Directors and shareholders of each of the Non-surviving Corporation and the Surviving Corporation by Written Consent thereto dated as of July 12, 2002, in accordance with the applicable provisions of the Florida Business Corporation Act and the Nevada General Corporation Law, respectively.

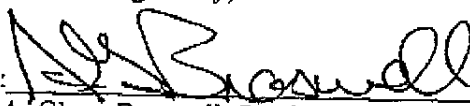
4. Pursuant to the Plan of Merger, as of the Effective Date, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the surviving corporation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the 12th day of July 2002.

GERO VITA INTERNATIONAL, INC., a
Florida corporation
(The Non-Surviving Entity)

By: 
A. Glenn Braswell, President

GVI MERGER, INC., a Nevada corporation
(The Surviving Entity)

By: 
A. Glenn Braswell, President

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EXHIBIT "A"**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (this "Agreement") relates to the merger of Gero Vita International, Inc., a Florida corporation (the "Non-surviving Corporation"), having a mailing address of C/O G.B. Data Systems, 520 Washington Blvd., #420, Marina Del Rey, California 90292, with and into GVI Merger, Inc., a Nevada corporation (the "Surviving Corporation"), having a mailing address of C/O G.B. Data Systems, 520 Washington Blvd., #420, Marina Del Rey, California 90292.

WITNESSETH:

WHEREAS, the Non-surviving Corporation and the Surviving Corporation wish to enter into a merger agreement according to which the Non-surviving Corporation will merge with and into the Surviving Corporation, and the Surviving Corporation will be the surviving corporation.

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

A. The Merger. On the Effective Date (as defined below), the Non-surviving Corporation shall merge with and into the Surviving Corporation (the "Merger"). Immediately following the Merger, the Surviving Corporation shall continue as the surviving corporation, and the separate existence of the Non-surviving Corporation shall cease.

1. Terms and Conditions. The Merger shall become effective at 11:30 p.m. (Pacific Time) on July 16, 2002 (the "Effective Date"), and shall have the effects set forth in Section 607.1106 of the Florida Business Corporation Act and Section 92A.250 of the Nevada Revised Statutes.

2. Articles of Incorporation and Bylaws. The Articles of Incorporation and the Bylaws of the Surviving Corporation shall be the Articles of Incorporation and the Bylaws, respectively, of the surviving corporation. On the Effective Date, the Articles of Incorporation of the Surviving Corporation shall be amended to change the name of the Surviving Corporation to "Gero Vita International, Inc."

3. Conversion of Shares. At the Effective Date, by virtue of the Merger and without any action on the part of the Surviving Corporation or the Non-surviving Corporation, all outstanding capital stock of the Non-surviving Corporation shall be canceled, without any conversion thereof, and each of the outstanding shares of the capital stock of the Surviving Corporation shall remain outstanding in the name of the shareholder of the Non-surviving Corporation. Any rights to acquire capital stock of the

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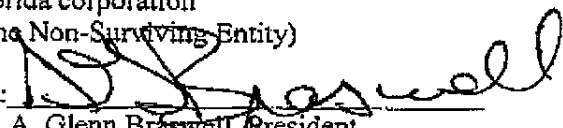
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Non-Surviving Corporation shall be converted to rights to acquire capital stock of the Surviving Corporation.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of July 12, 2002.

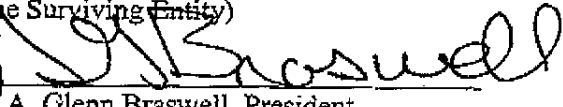
GERO VITA INTERNATIONAL, INC., a
Florida corporation
(The Non-Surviving Entity)

By:


A. Glenn Braswell, President

GVI MERGER, INC., a Nevada corporation
(The Surviving Entity)

By:


A. Glenn Braswell, President