

GIBSON-GRUENERT L.L.P.
ATTORNEYS & COUNSELORS AT LAW
HOUSTON • LAFAYETTE

THOMAS G. GRUENERT
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J62675
May 23, 2000

Office of the Secretary of State
Florida Department of State
PL-02, The Capitol
Tallahassee, Florida 32399-0250

100003293601 --4--
-06/16/00--01003--009
*****25.00 *****20.00
100003293601 --4--
-06/16/00--01003--008
*****50.00 *****50.00

Re: *GeeWhiz.com, Inc.*

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Merger for filing in the records of the Office of the Secretary of State for the above referenced business.

Also enclosed is a check in the amount of \$25.00 to cover your fees.

Please return a file stamped copy of the foregoing in the enclosed self-addressed, stamped envelope. Thank you for your assistance in this matter.

Yours truly,

Thomas G. Gruenert

TGG/kjm
Enclosures

cc: Elorian Landers

FILED
00 JUN 16 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JUN -1 AM 8:23
DIVISION OF CORPORATIONS

Give OK
to remove
initial - (initials)

File as
of 6/16/00

merger
spayre
6/19/00

(initials)

LAFAYETTE

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

GEEWHIZ.COM, INC., a nonqualified Texas corp.

INTO

INTERNET VENTURE GROUP, INC., a Florida entity, J62675.

File date: June 16, 2000

Corporate Specialist: Susan Payne

GIBSON-GRUENERT L.L.P.

ATTORNEYS & COUNSELORS AT LAW

HOUSTON • LAFAYETTE

THOMAS G. GRUENERT

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June 9, 2000

Office of the Secretary of State
Florida Department of State
PL-02, The Capitol
Tallahassee, Florida 32399-0250

Re: *GeeWhiz.com, Inc.*

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Merger for filing in the records of the Office of the Secretary of State for the above referenced business.

Also enclosed are two checks totaling \$75.00 to cover your fees.

Please return a file stamped copy of the foregoing in the enclosed self-addressed, stamped envelope. Thank you for your assistance in this matter.

Yours truly,



Thomas G. Gruenert

LAFAYETTE



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

Requested \$50 on 6/5/00

June 2, 2000

Thomas G. Gruenert
Gibson-Gruenert L.L.P.
7707 Fannin, Suite 203
Houston, TX 77054

need \$175

SUBJECT: INTERNET VENTURE GROUP, INC.
Ref. Number: J62675

We have received your document for INTERNET VENTURE GROUP, INC. and check(s) totaling \$25.00. However, your check(s) and document are being returned for the following:

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

Please include the exhibit(s) referred to in your document.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 600A00031202

RECEIVED
00 JUN 13 AM 10:10
DIVISION OF CORPORATIONS

FILED

ARTICLES OF MERGER

00 JUN 16 PM 12: 57

Internet Venture Group, Inc., a Florida corporation

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

and

GeeWhiz.com, Inc., a Texas corporation

The undersigned duly authorized officers of Internet Venture Group, Inc., a Florida corporation, and GeeWhiz.com, Inc., a Texas corporation, have executed these Articles of Merger on behalf of their respective corporations pursuant to Article 607.1105 of the Florida Business Corporation Act, and certify as follows:

1. Names and Addresses of each corporation that is a party to the merger

The names and addresses of the corporations that shall be parties to the merger are:

- a. GeeWhiz.com, Inc.
9307 West Sam Houston Parkway South, Bldg. 100
Houston, Texas 77049
- b. Internet Venture Group, Inc.
9607 West Sam Houston Parkway South, Bldg. 100
Houston, Texas 77049

2. Plan of Merger

The parties identified in Section 1 of these Articles respectively approved a Plan of Merger, a copy of which is attached hereto as Exhibit "A."

3. Surviving Corporation

The surviving corporation is Internet Venture Group, Inc., a Florida corporation.

4. Effective Date

The Effective Date of the merger shall be the date on which these Articles of Merger are filed with the Florida Department of State.

5. Shareholder Approval

- a. The Shareholders of GeeWhiz.com, Inc. approved the Plan of Merger at a Special Meeting of Shareholders held on April 7, 2000, as follows:

-Number of Shares Entitled to Vote (not entitle to vote only as a class): 621,228

-Number of Shares Outstanding: 621,228

-Number of Shares Voting to Approve the Plan of Merger: 316,178

-Number of Shares Voting Against the Plan of Merger: 0

b. Approval of the Plan of Merger by the shareholders of Internet Venture Group, Inc. was not required. Under the provisions of Article 607.1101 of the Florida business Corporation Act, the Board of Directors of Internet Venture Group, Inc. adopted the Plan of Merger at a special meeting of the Board of Directors held on February 5, 2000. Under the terms of Article 607.1103(7) of the Florida Business Corporation Act, the consent of the shareholders of Internet Venture Group, Inc. was not required for approval and final adoption of the Plan of Merger.

6. Date of Adoption of the Plan of Merger

a. GeeWhiz.com, Inc.: April 7, 2000.

b. Internet Venture Group, Inc.: February 5, 2000

SIGNED this 1st day of May, 2000

GeeWhiz.com, Inc., a Texas corporation

By: 

Name: Elorian Landers

Title: President and Chief Executive Officer

Internet Venture Group, Inc., a Florida corporation

By: 

Name: Elorian Landers

Title: Chief Executive Officer

EXHIBIT “A”

PLAN OF MERGER

Between
GeeWhiz.com, Inc., a Texas corporation
and
Internet Venture Group, Inc., a Florida corporation

The following Plan of Merger ("Plan") is adopted by the Board of Directors of GeeWhiz.com, Inc., a Texas corporation ("GWI") pursuant to the provisions of Articles 5.01(B) and 5.03(B)(1) of the Texas Business Corporation Act (the "Act") and by the Board of Directors of Internet Venture Group, Inc., a Florida Corporation ("IVG"), pursuant to the provisions of Article 607.1103 of the Florida Business Corporation Act (the "Florida Act"). Upon approval by the shareholders of GWI, this Plan shall govern the merger between GWI and IVG.

1. Names and Addresses of each corporation that is a party to the merger

The names and addresses of the corporations that shall be parties to the merger are:

- a. GeeWhiz.com, Inc.
9307 West Sam Houston Parkway South, Bldg. 100
Houston, Texas 77049
- b. Internet Venture Group, Inc.
9607 West Sam Houston Parkway South, Bldg. 100
Houston, Texas 77049

2. Surviving Entity

The corporation that shall be the surviving entity in the merger shall be Internet Venture Group, Inc., and shall be known by such name.

3. Surviving Officers and Directors

The members of the Board of Directors of IVG shall be, on the effective date of the merger:

- | | |
|------------------|-------------------|
| -Elorian Landers | -Thomas McCrimmon |
| -Eden Kim | -Eduardo Orlliac |

The officers of IVG shall be, on the effective date of the merger:

- Elorian Landers, President and Chief Executive Officer
- Eden Kim, Chairman and Secretary.

4. Terms

Pursuant to resolutions adopted by the Boards of Directors of GWI and IVG, the following terms shall apply to the merger:

- a. IVG shall succeed to all assets and liabilities of GWI and shall be fully obligated to honor all outstanding obligations of GWI.
- b. IVG shall be obligated for the payment of the fair value of any shares held by a shareholder of GWI who has complied with the requirements of Art. 5.12 of the Act.

5. Conversion of Ownership

To effect the merger of GWI and IVG, each existing shareholder of GWI shall receive 4.5 shares of IVG Common Stock for each share of GWI Common Stock currently owned by such shareholder. Cash shall be paid in lieu of fractional shares. The IVG Common Stock shall not be registered under the provisions of the Securities Act of 1933 and, as a result, shall be subject to restrictions on transfer.

6. Articles of Incorporation

The Amended and Restated Articles of Incorporation of IVG, which shall be effective immediately following the merger, are attached hereto as Exhibit "1."

7. Provisions for Share Exchange

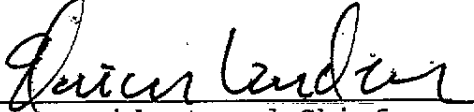
Within thirty days following the effective date of the merger, the existing shareholders of GWI shall receive Stock Powers and exchange documentation from the stock transfer agent of IVG, the American Stock Transfer Company. Each GWI shareholder shall receive new shares of IVG Common Stock from American Stock Transfer Company upon submission of properly completed documentation.

8. Effective Date of Merger

The merger shall become effective on the date that the officers of IVG file Articles of Merger with the Secretaries of State of Texas and Florida, respectively.

SIGNED this the 6th day of February, 2000

GeeWhiz.com, Inc., a Texas corporation

By: 
Title: President and Chief
Executive Officer

Internet Venture Group, Inc., a Florida corporation


By: 
Title: Chief Executive Officer

EXHIBIT "1"

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

FOR

INTERNET VENTURE GROUP, INC.

ARTICLE I.

The name of this corporation is **INTERNET VENTURE GROUP, INC.**

ARTICLE II.

This corporation shall have perpetual existence.

ARTICLE III.

The general nature of the business and objects and purposes to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, viz:

- A. To purchase or otherwise acquire, hold and deal in real and personal property and any interest therein; and to establish and carry on any business which may seem calculated to enhance the value of the property or rights of the corporation, or to facilitate the disposition thereof.
- B. To do all things and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects herein enumerated, or incidental to the powers herein named, which shall at any time appear conducive or expedient for the protection or benefit of the corporation either as holders of or as interested in any property or otherwise, with all the powers now or hereafter conferred by the laws of the State of Florida upon corporations.
- C. To contract debts and borrow money, sue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required.

ARTICLE IV.

This corporation is authorized to issue 300,000,000 shares of common \$0.0001 par value.

ARTICLE V.

The stockholders of the Company shall not have preemptive rights to subscribe to further shares of stock.

ARTICLE VI.

Cumulative voting is not permitted in any election of directors.

ARTICLE VII.

The street address of the registered office of this corporation is 3816 West Linebaugh Ave., Suite 408, Tampa, Florida 33624. The name of the registered agent of this corporation at that address is Thomas McCrimmon.

ARTICLE VIII.

This corporation shall have four directors. The number of directors may be either increased or diminished from time to time by the By-laws. The names and addresses of the directors of this corporation are:

Elorian L. Landers
30 Farrell Ridge
Sugar Land, TX 77478

Eden Kim
10715 Orline Court
Cupertino, CA 94015

Thomas McCrimmon
3816 West Linebaugh Ave., Suite 408
Tampa, FL 33624

Edward Orillac
P. O. Box 6-8990
Panama, Republic of Panama

ARTICLE IX.

The name and address of the person signing these Article is:

Elorian L. Landers
30 Farrell Ridge
Sugar Land, TX 77478

ARTICLE X.

The power to adopt, amend or repeal By-laws shall be vested in the Board of Directors and Shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Amended and Restated Articles of Incorporation this 7th day of April, 2000.

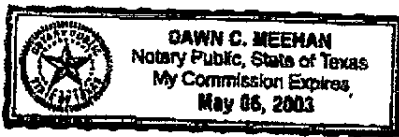
Elorian Landers
ELORIAN LANDERS

STATE OF TEXAS

§
§
§

COUNTY OF HARRIS

SWORN TO AND SUBSCRIBED, before me on the 7th day of April, 2000, by Elorian Landers, President and Chief Executive Officer of INTERNET VENTURE GROUP, INC.



Dawn Meehan
Notary Public in and for the State of Texas

My Commission Expires: *May 6, 2003*