

S47118

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Gravitas International Inc

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Merger/CUS @ 9/20/07



September 24, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GRAVITAS INTERNATIONAL, INC.
50 WEST LIBERTY STREET
880
RENO, NV 89501US

SUBJECT: GRAVITAS INTERNATIONAL, INC.
REF: 847118

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The current name of the entity is as referenced above. Please correct your document accordingly.

There's a (comma) and (period) in the corporate name, please correct the name throughout the document.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6964.

Irene Albritton
Document Specialist

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September 20, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GRAVITAS INTERNATIONAL, INC.
50 WEST LIBERTY STREET
880
RENO, NV 89501US

SUBJECT: GRAVITAS INTERNATIONAL, INC.
REF: S47118

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The merger should include 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.

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Sylvia Gilbert
Document Specialist

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ARTICLES OF MERGER
 (Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
GRAVITAS INTERNATIONAL INC	NEVADA	20070616075-04

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
GRAVITAS INTERNATIONAL, INC,	FLORIDA	

Third: The Plan of Merger is attached.

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

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on SEPTEMBER 1, 2007 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on SEPTEMBER 1, 2007 and shareholder approval was not required.

(Attach additional sheets if necessary)



SEP 18, 2007 14:44

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
GRAVITAS INTERNATIONAL, Inc.		JEFFREY DASHBERFSKY - PRESIDENT
GRAVITAS INTERNATIONAL, Inc.		JEFFREY DASHBERFSKY - PRESIDENT

FORM - 122001 CT System Office

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>GRAVITAS INTERNATIONAL INC</u>	<u>NEVADA</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>GRAVITAS INTERNATIONAL INC.</u>	<u>FLORIDA</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

Third: The terms and conditions of the merger are as follows:

THE SURVIVING ENTITY SHALL BE A NEVADA CORPORATION AND ALL SHARES SHALL CARRY FORWARD WITH ALL TERMS AND CONDITIONS

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:

ALL SHARES HAVE THE SAME RIGHTS AND OBLIGATIONS AS IT WILL BE TRANSFERRED EQUALLY INTO THE SURVIVING ENTITY

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

NO CHANGE

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
_____	_____

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: