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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. Burch NOV 3 2011

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Black Grouper, Inc.
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Beverly M. Gabbert

Name of Person

Black Grouper, Inc

Firm/Company

420 Briarwyck Dr.

Address

Ballwin, MO 63011

City/State and Zip code

gabbert1@aol.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Beverly Gabbert at (636) 391-6716

Name of Person

Area Code & Daytime Telephone Number

OR (314) 609-5604 (cell)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☒ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA

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TALLAHASSEE, FLORIDA

1. Black Grouper, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

N/A

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Missouri

(State or country under the law of which it is incorporated)

3. 45-2050609

(FEI number, if applicable)

4. April 14, 2011

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 420 Briarwyck Dr., Ballwin, Mo 63011

(Principal office address)

420 Briarwyck Dr., Ballwin, Mo 63011

(Current mailing address)

8. See attached "Purpose" - Article Seven.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Blaine W. Gabbert

Office Address: 1117 Shipwatch Dr. E.

Jacksonville, FL ~~32225~~, Florida 32225

(City)

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

X Blaine Gabbert

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

cert. of Good Standing

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TALLAHASSEE, FLORIDA

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ARTICLE FIVE

The number of directors constituting the Board of Directors shall be three (3). Thereafter the number of directors shall be fixed by, or in the manner provided in the By-Laws. Any changes in the number will be reported to the Secretary of State within thirty (30) calendar days of such change.

ARTICLE SIX

The corporation shall have perpetual existence.

ARTICLE SEVEN

The corporation is formed for the following purpose:

PURPOSE

(1) To engage in and generally deal in the promotion, marketing, endorsement and public relations business; to engage in and generally deal in, buy and sell at wholesale and retail, distribute, manufacture, fabricate, promote, market, endorse and supply all types of equipment, goods, wares, merchandise, materials and products and services; and to do all things necessary or desirable in connection with or incidental to said purposes.

(2) To enter into contracts in connection with, or appurtenant or incidental to, the aforesaid purposes, and to contract with or employ qualified persons, whether individuals, corporations, partnerships or other entities, to perform services of any kind in connection with, or appurtenant or incidental to, the aforesaid purposes.

(3) To acquire, hold, lease, rent, mortgage, encumber, trade and deal generally in property, real or personal, tangible or intangible, of every kind and description, for investment or otherwise.

(4) To carry on any other business in connection with the foregoing, and to exercise all powers conferred by the laws of the State of Missouri governing corporations as now in force or as amended from time to time, and to do all things reasonably necessary or incidental to any of the foregoing.

ARTICLE EIGHT

The Board of Directors of the corporation and the shareholders shall each have the power to make, alter, amend or repeal the By-Laws of the corporation, but in the event of any conflicts between the Board of Directors and the shareholders with regard to the making, altering, amending or repealing of the By-Laws of the corporation, the vote of the shareholders of the corporation shall govern and control.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Blaine W. Gabbert

Address: 420 Briarwyck Dr.

Ballwin, MO 63011

Vice Chairman: Charles M. Gabbert

Address: 420 Briarwyck Dr.

Ballwin, MO 63011

Director: Beverly M. Gabbert

Address: 420 Briarwyck Dr.

Ballwin, MO 63011

Director: _____

Address: _____

B. OFFICERS

President: Blaine W. Gabbert

Address: 420 Briarwyck Dr.

Ballwin, MO 63011

Vice President: Charles M. Gabbert

Address: 420 Briarwyck Dr.

Ballwin, MO 63011

Secretary: Beverly M. Gabbert

Address: 420 Briarwyck Dr., Ballwin, MO 63011

Treasurer: ~~B~~

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Beverly M. Gabbert

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Beverly M. Gabbert, Secretary

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
ALABAMA DEPT. OF REVENUE

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

BLACK GROUPER, INC.
01134631

was created under the laws of this State on the 14th day of April, 2011, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 23rd day of September, 2011

Robin Carnahan

Secretary of State

