

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8070 • 1-800-342-8062 • Fax (850) 222-1222

P000000014120

Grouper Holding, Inc

200003121082--4

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*****70.00 *****70.00

Signature _____

Requested by: LS

Name _____

Date

Time

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
☒ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

FILED
00 FEB -2 PM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 FEB -2 PM 1:50
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Handwritten: 2-2-00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 2, 2000

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET, STE. 1
TALLAHASSEE, FL 32302

SUBJECT: GROUPER HOLDING, INC.
Ref. Number: W00000002995

We have received your document for GROUPER HOLDING, INC.. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 600A00005051

Corrected
Please file with
the date of 2-2-00
w/ lbb. 2-00-
Thank
you!!
L. Lawren

RECEIVED
00 FEB - 9 PM 12:58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
GROUPER HOLDING, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Grouper Holding, Inc.

ARTICLE II
NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as voting common stock. The maximum number of shares of common stock, which the corporation is authorized to have outstanding is 500 shares of a par value of \$1.00 per share. Holders of common stock are entitled to one vote per share and there shall be no cumulative voting. Holders of all common stock classes, shall not have preemptive rights to subscribe to the corporation's securities.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than \$500.00.

FILED
FEB 2 2013
TALLAHASSEE
SECRETARY OF STATE

ARTICLE V
BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation commences shall be February 1, 2000, the time of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE VI
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII
ADDRESS

The initial street address of the principal office of this corporation is

1110 Brickell Avenue
Penthouse One
Miami, Florida 33131

ARTICLE VIII
DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders.

ARTICLE IX
INITIAL DIRECTORS

The name and address of the initial director of the corporation is:


Scott A. Silver
1110 Brickell Avenue
Penthouse One
Miami, Florida 33131

ARTICLE X
THE NAME AND ADDRESS OF THE SUBSCRIBER
TO THESE ARTICLES OF INCORPORATION

Scott A. Silver
1110 Brickell Avenue
Penthouse One
Miami, Florida 33131

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a shareholders' meeting by the majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written agreement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

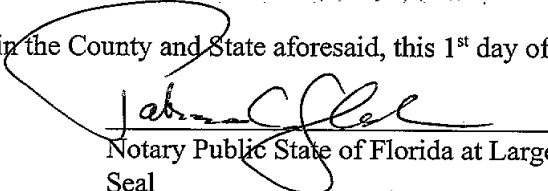


Scott A. Silver

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above-named to take acknowledgments, personally appeared Scott A. Silver, to me known to be the person described in and who executed the foregoing, and who acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my official seal in the County and State aforesaid, this 1st day of February, 2000.



Notary Public State of Florida at Large
Seal

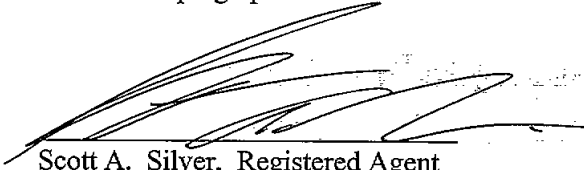
**CERTIFICATE OF RESIDENT AGENT
OF
GROUPER HOLDING, INC.**

Pursuant to Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act.

That Grouper Holding, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, designates Scott A. Silver, whose address is 1110 Brickell Avenue, Penthouse One, Miami, Florida 33131, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Scott A. Silver, Registered Agent

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00 FEB -2 PM 1:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA