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12/11/06--01048--009 **78.75

FILED

2007 FEB -5 PM 4:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

006-5337

T. Hampton FEB 05 2007

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Black Shopping Channel, Inc
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

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

ADDITIONAL COPY REQUIRED

Cleveland Gary
FROM: ~~Black Shopping Channel, Inc~~
Name (Printed or typed)

1466 SE 169th Ave
Address

Indian town, FL 34956
City, State & Zip

561-626-7445
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 11, 2006

CLEVELAND GARY
1466 SE 169TH AVE
INDIANTOWN, FL 34956

SUBJECT: BLACK SHOPPING CHANNEL, INC.
Ref. Number: W06000053331

RECEIVED
07 FEB -5 PM 4:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for BLACK SHOPPING CHANNEL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

An effective date may be added to the Articles of Incorporation if a 2007 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6855.

Tammy Hampton
Document Specialist
New Filing Section

Letter Number: 706A00070544

ARTICLES OF INCORPORATION
OF
BLACK SHOPPING CHANNEL, INC.

I

The name of Corporation is **BLACK SHOPPING CHANNEL, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

II

The corporation shall have perpetual duration and is organized pursuant to the Florida Business Corporation Code as a corporation for profit for any lawful purpose not prohibited to a corporation under the applicable laws of the State of Florida and shall be authorized in connection therewith to carry on any lawful business.

III

The Corporation shall have authority to issue 100,000,000 shares of Common Stock with no par value.

IV

The initial principal office of the Corporation shall be at
600 Loire Ave. Lafayette, LA 70507

V.

The initial principal office and mailing address of the Corporation shall be at 600 Loire Ave. Lafayette, LA 70507

VI

The name and address of the incorporator is:
Cleveland Gary
14664 SW 169th Ave.
Indiantown, FL 34956

VII

The initial Board of Directors is composed of the following Directors:

Cleveland Gary
1466 SW 169th Ave.
Indiantown, Fl 34956

Carolyn Shiver
600 Loire Ave.
Lafayette, LA 70507

Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by all of the shareholders entitled to vote on the action, or by persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such actions at a meeting at which all shares entitled to vote were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by shareholders entitled to take action without meeting and delivered to the Corporation for inclusion in the minutes for filing with the corporate records.

IX

(a) A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any action taken, or failure to take any action, as a director, except for liability (i) for any appropriation, in violation of such director's duties, of any business opportunity of the Corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law.

(b) Any repeal or modification of the provisions of this Article by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If the Florida Business Corporation Code hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability provided herein, shall be limited to the fullest extent permitted by the amended Florida Business Corporation Code.

(d) In the event that any of the provisions of this Article (including any provisions within a single sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

X

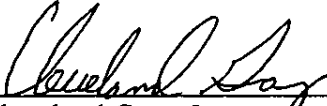
(a) The Company shall indemnify and hold harmless a Director against any or all losses or liabilities reasonably incurred by the Director in connection with or by reason of any act or omission performed or omitted to be performed on behalf of the Company in such capacity, provided, that the Director has determined, in good faith, that the course of conduct which caused the loss or liability was in the best interest of the Company. The Company shall not indemnify or hold harmless the Director if: (a) in the case that the loss or liability was the result of negligence or misconduct by the Director, or (b) in the case that the Director is an Independent Director, the loss or liability was the result of gross negligence or willful misconduct by the Director. Any indemnification of expenses or agreement to hold harmless may be paid only out of the Net Assets of the Company and no portion may be recoverable from the Stockholders.


(b) The Company shall not provide indemnification for any loss, liability or expense arising from or out of an alleged violation of federal or state securities laws by such party unless one or more of the following conditions are met: (a) there has been a successful adjudication on the merits of each count involving alleged securities law violations as to the Director, (b) such claims have been dismissed with prejudice on the merits by a court of competent jurisdiction as to the Director; or (c) a court of competent jurisdiction approves a settlement of the claims against the Director and finds that indemnification of the settlement and the related cost should be made, and the court considering the request for indemnification has been advised of the position of any state securities regulatory authority in which securities of the Company were offered or sold as to indemnification for violations of securities laws.

(c) Notwithstanding anything to the contrary contained in the provisions of subsection (a) and (b) above of this Section, the Company shall not indemnify or hold harmless a Director if it is established that: (i) The act or omission was material to the loss or liability and was committed in bad or was the result of active or deliberate dishonesty, (ii) the Director actually received an improper personal benefit in money, property, or services, (iii) in the case of any criminal proceeding, the Director had reasonable cause to believe that the act or omission was unlawful, or (iv) in a proceeding by or in the right of the Company, the Director shall have been adjudged to be liable to the Company.

(d) The Directors may take such action as is necessary to carry out this Section and are expressly empowered to adopt, approve and amend from time to time Bylaws, resolutions or contracts implementing such provisions. No limit or eliminate the right of indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

IN WITNESS WHEREOFF, I have hereunto set my hand and seal, acknowledged and
filed the forgoing Articles of Incorporation under the laws of the State of Florida, this
5th day of December


Cleveland Gary, Incorporator


Cleveland Gary, Registered Agent + Registered address agent
14664 SW 169th Avenue
Indiantown, Fl 34956

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Corporation is:

Black Shopping Channel, Inc

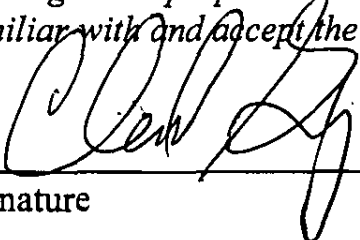
2. The name and address of the registered agent and office is:

Cleveland Gary
(Name)

14664 SW 169th Ave
(P.O. Box NOT acceptable)

Indian town, FL 334936
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature

1-31-07
Date