

P97000089543

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CORAL GABLES, FL 33134 - (305) 445-2700

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

689321900137-4  
-11/17/99-01063-011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Black Grouper, Inc. P97000089543  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Mail out ☐ Walk out ☐ Pick up time ☐ Certified Copy  
☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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-11/17/99-01063-011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

C. COULLETTE NOV 18 1999

Examiner's Initials

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**BLACK GROUPER, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

**FIRST:** Article 5 of the Articles of Incorporation provides:

President:	Brooks Whitney
Vice-President:	Mark Phillips
Secretary:	Brooks Whitney
Treasurer:	Mark Phillips

**SECOND:** Article 5 shall be amended to state:

President:	Mark Phillips
Vice-President:	Brooks Whitney
Secretary:	Robert F. Carr
Treasurer:	Robert F. Carr

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whose addresses shall be the same as the principal address of the Corporation.



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**THIRD:** Article 6 of the Articles of Incorporation states Director(s) as:

Mark Phillips  
Brooks Whitney

**FOURTH:** The Director(s) of the Corporation shall be changed to:

Mark Phillips

whose addresses shall be the same as the principal address of the Corporation.

**FIFTH:** Article 7 of the Articles of Incorporation states:

The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each having the par value of **ONE DOLLAR (\$1.00)**.

**SIXTH:** Article 7 shall be amended to state:

The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TWO MILLION (2,000,000)** shares of common stock, each having a par value of **ONE ONE-HUNDREDTH OF ONE CENT (\$0.001)**.

**SEVENTH:** The date of the adoption of this amendment is the 30 July 1999.

**EIGHTH:** The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.



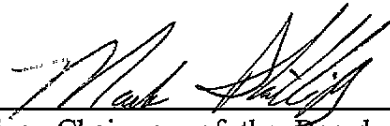
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**NINTH:** This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 30 July 1999.



Mark Phillips, Chairman of the Board of Directors



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