



L02000001967

ACCOUNT NO. : 072100000032
REFERENCE : 800836 7305195

AUTHORIZATION :

COST LIMIT : \$ 125.00

Patricia Puyet

ORDER DATE : January 21, 2002

ORDER TIME : 3:56 PM

ORDER NO. : 800836-001

CUSTOMER NO: 7305195

CUSTOMER: Mr. Carl F. Von Dem Bussche, J
Mr. Carl F. Von Dem Bussche, J

2971 Estancia Blvd.
#428
Clearwater, FL 33761

RECEIVED
02 JAN 25 PM 4:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: INSIDE THE OUTSIDE, LLC

EFFECTIVE DATE:

300004799868-6

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

JB
1-28-02

02 JAN 25 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

INSIDE THE OUTSIDE, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

2971 Estancia Blvd. #428, Clearwater, FL 33761

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Corporation Service Company
Name
1201 Hays Street
Florida street address (P.O. Box **NOT** acceptable)
Tallahassee FL 32301
City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.S.

Corporation Service Company

By: Deborah D. Skipper
Registered Agent's Signature

Deborah D. Skipper
Asst. V. Pres.

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)

Deborah D. Skipper
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Deborah D. Skipper
Typed or printed name of signee

Filing Fees:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

02 JAN 25 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

MEMBERS

CARL F. VON DEM BUSSCHE, JR.
2971 ESTANCIA BLVD. #428
CLEARWATER, FL 33761

RORY C. DARDICH
2165 CAPRI DR.
CLEARWATER, FL 33763

jjw

APPENDIX
AND
INDEX

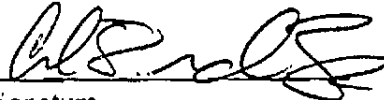
02 JAN 25 AM 9:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED POWER OF ATTORNEY

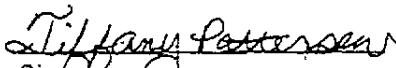
The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of INSIDE THE OUTSIDE, LLC (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 24 day of January, 2002


Signature

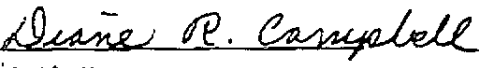
Carl von dem Bussche, Jr.
Print Name of Signer

WITNESS:


Signature

Tiffany Patterson
Print Name of Witness

WITNESS:


Signature

Diane R. Campbell
Print Name of Witness

APPROVED
AND
FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA