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HARPER, KYNES, GELLER & BUFORD, P.A. 18502050381

NO 0892

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Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State

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Fax Number : (850)205-0381

From:

Account Name : HARPER, KYNES, GELLER & BUFORD

Account Number : 070651000745

Phone : (727)799-4840

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FLORIDA PROFIT CORPORATION OR P.A.

INSIDE OUT GALLERY, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INSIDE OUT GALLERY, INC.

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

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

INSIDE OUT GALLERY, Inc. shall be the name of this corporation, and the mailing address and its principal office shall be: 4213 Belle Vista Drive, St. Petersburg Beach, Florida 33706.

ARTICLE II - NATURE OF BUSINESS

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

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have on hand at any time is 10,000 shares of common stock having \$1.00 par value. The authorized capital stock may be paid for in cash, services or other property at a just value to be fixed by the board of directors of the corporation at any regular or special meeting of the same.

ARTICLE IV - ADDRESS AND RESIDENT AGENT

The street address of the initial registered office of this corporation is: 4213 Belle Vista Drive, St. Petersburg Beach, Florida 33706, and the name of the initial registered agent of the corporation at that address is: Sheri L. Scott. Having been so named to accept said service of process, said registered agent hereby accepts said designation to act in said capacity and agrees to comply with the provisions of the Florida Statutes relating to keeping open said office and so accepts by signing the Articles of Incorporation hereunder.

This Instrument Prepared By:
Jack J. Geller, Esq.
2560 Gulf to Bay Boulevard, Suite 300
Clearwater, FL 33765
727-799-4840
Florida Bar No. 243991

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ARTICLE V - SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE VI - INITIAL INCORPORATOR

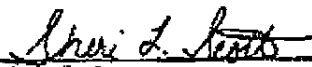
Incorporator

Sheri L. Scott

Address

4213 Belle Vista Drive
St. Petersburg Beach, FL 33706

IN WITNESS WHEREOF, I, the undersigned, have set my hand and seal to the foregoing Articles of Incorporation for INSIDE OUT GALLERY, Inc. and acknowledge the same under the laws of the State of Florida, this 7 day of July, 2002.



Sheri L. Scott,
Incorporator and Registered Agent