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SIESKY, PILON & WOOD

a partnership of professional associations

ATTORNEYS AT LAW

JAMES A. PILON, P.A.
Board Certified Real Estate Attorney
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SUITE 201, THE FAIRWAY BUILDING
1000 TAMiami TRAIL NORTH
NAPLES, FLORIDA 33940

May 29, 1996

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

3000001850313
-05/09/96--0117--017
***122.50 ***122.50

RE: Inside-Out Photography, Inc.

Ladies:

Enclosed please find the original and one copy of the Articles of Incorporation for the referenced entity, together with a check in the amount of \$122.50 for the filing fee.

Please issue a charter and forward acknowledgment to this office.

Thank you for your assistance in this matter.

Sincerely yours,

SIESKY, PILON & WOOD

James A. Pilon
James A. Pilon

JAP:lsm
Enclosure(s)

cc: Dr. Ralph Arwood

thumbs

FILED
96 JUN -3 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
INSIDE-OUT PHOTOGRAPHY, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I
CORPORATE NAME

The name of the corporation shall be: Inside-Out Photography, Inc.

ARTICLE II
DURATION

This corporation shall have perpetual existence, commencing on the date of filing of these Articles.

ARTICLE III
INITIAL PRINCIPAL OFFICE

The initial principal office of this corporation shall be located at 1717 Gulfshore Blvd. North, #501, Naples, FL 33940.

ARTICLE IV
PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "common shares". The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and regulations issued thereunder. Such actions as are necessary will be taken by the officers of this corporation to accomplish this compliance. This corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

ARTICLE VI

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1717 Gulfshore Blvd. North, #501, Naples, FL 33940, and the name of the initial registered agent of the corporation at that address is Ralph Arwood. The officers may from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one (1). The names and street addresses of the initial directors are:

Ralph Arwood 1717 Gulfshore Blvd. N. #501 Naples, FL 33940
Gisela Sabertschnig 1717 Gulfshore Blvd. N. #501 Naples, FL 33940

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles is:

Ralph Arwood 1717 Gulfshore Blvd. N., #501 Naples, FL 33940

ARTICLE X

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders, except the Preemptive Rights created in Article VI, is subject to this reservation.

ARTICLE XII

S. ELECTION

The Corporation elects to be taxed as a "small business corporation" for income tax purposes under the provisions of Section 1372, Internal Revenue Code, and the proper officers of the corporation are authorized and directed to evidence such election by completing and filing Form 2553 of the United States Treasury Department, Internal Revenue Service.

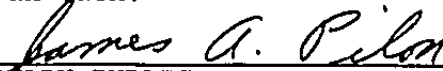
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 29 day of May, 1996.


Ralph Arwood
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 29 day of May, 1996, by Ralph Arwood, who is personally known to me or who has produced _____ as identification and who did take an oath.

(SEAL)


NOTARY PUBLIC
My Commission Expires:
Commission No:

JAMES A. PILON
Typed or Printed Name of Notary



JAMES A. PILON
COMMISSION # CC 330828
EXPIRES JAN 5, 1998
Atlantic Bonding Co., Inc.
800-732-2245

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

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

THAT, Inside-Out Photography, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Naples, County of Collier, State of Florida, has named Ralph Arwood, located at City of Naples, County of Collier, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated corporation, at 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.

By: _____

Ralph Arwood

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY
TALLAHASSEE