

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

**FILED**  
**Feb 19, 1999 8:00 am**  
**Secretary of State**

02-19-1999 90010 006 \*\*\*150.00



|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |  |                                                                                                                                                                            |                                                                    |                                                                                                                    |  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--|
| <b>PROFIT CORPORATION ANNUAL REPORT 1999</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |                                                                                           |                                                                    | FLORIDA DEPARTMENT OF STATE<br><b>Katherine Harris</b><br>Secretary of State<br>DIVISION OF CORPORATIONS           |  |
| <b>DOCUMENT # P96000048378</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |  |                                                                                                                                                                            |                                                                    |                                                                                                                    |  |
| 1. Corporation Name<br><b>INSIDE - OUT PHOTOGRAPHY, INC.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  |                                                                                                                                                                            |                                                                    |                                                                                                                    |  |
| Principal Place of Business<br><b>1717 GULFSHORE BLVD. NORTH<br/>STE 501<br/>NAPLES FL 34102<br/>US</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |  |                                                                                                                                                                            | Mailing Address<br><b>P.O. BOX 7578<br/>NAPLES FL 34101<br/>US</b> |                                                                                                                    |  |
| 2. Principal Place of Business<br><b>21 202 Allen Avenue</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |  | 2a. Mailing Address<br><b>26</b>                                                                                                                                           |                                                                    | 3. Date Incorporated or Qualified<br><b>06/03/1996</b>                                                             |  |
| Suite, Apt. #, etc.<br><b>22</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |  | Suite, Apt. #, etc.<br><b>27</b>                                                                                                                                           |                                                                    | 4. FEI Number<br><b>65-0670921</b>                                                                                 |  |
| City & State<br><b>23 Everglades City, FL</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |  | City & State<br><b>28</b>                                                                                                                                                  |                                                                    | 5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>                    |  |
| Zip<br><b>24 34139</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |  | Country<br><b>25 U.S.A</b>                                                                                                                                                 |                                                                    | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b> |  |
| 9. Name and Address of Current Registered Agent<br><b>ARWOOD, RALPH<br/>1717 GULFSHORE BLVD. NORTH<br/>STE 501<br/>NAPLES FL 34102</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |  | 10. Name and Address of New Registered Agent<br><b>81 Name</b><br><b>82 Street Address (P.O. Box Number is Not Acceptable)</b><br><b>83</b><br><b>84 City</b><br><b>FL</b> |                                                                    | <b>85 Zip Code</b>                                                                                                 |  |
| 11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.                                                                                                                                                                                                 |  |                                                                                                                                                                            |                                                                    |                                                                                                                    |  |
| SIGNATURE<br>Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |  |                                                                                                                                                                            |                                                                    |                                                                                                                    |  |
| 12. OFFICERS AND DIRECTORS                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |  |                                                                                                                                                                            |                                                                    |                                                                                                                    |  |
| 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |  |                                                                                                                                                                            |                                                                    |                                                                                                                    |  |
| 14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered. |  |                                                                                                                                                                            |                                                                    |                                                                                                                    |  |

SIGNATURE:

*Ralph Arwood*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

*Ralph Arwood*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/5/99  
Date

941-649-4209  
Daytime Phone #

CR2E034 (1/1/98)