

PA 7000028269

LAW OFFICES OF
DA FONTE and GEISSER

A Partnership of Professional Associations
1000 Belcher Road South
Suite 2
Largo, Florida 34641
(813)536-8882
(813)536-7739

800002125278--U
-03/26/97--01131--001
*****70.00 *****70.00

March 25, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: From Inside Out, Inc.

800002125278--U
-03/26/97--01131--001
*****70.00 *****70.00

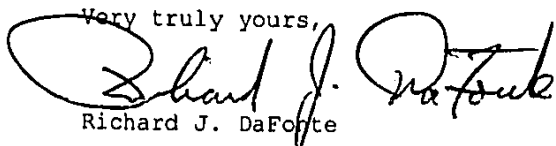
Gentlemen:

Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$70.00 to cover the following fees:

Filing Fee	35.00
Registered Agent Fee	<u>35.00</u>
TOTAL	\$ 70.00

Please file the original and return to me a copy of the same. Thank you.

Very truly yours,


Richard J. DaForte

RJD/kmv

Enclosures

97 MAR 26 PM 10:35
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



97 MAR 26 PM 10:35
FILED
SECRET
TALLMAN

ARTICLES OF INCORPORATION
OF
FROM INSIDE OUT, INC.

ARTICLE I

Name and Location

1.1. The name of the corporation is **From Inside Out, Inc.** and the corporation's business address is 4450 Gulf Boulevard, # 309, St. Petersburg Beach, Florida 33706.

ARTICLE II

Duration

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

ARTICLE III

Purpose

3.1 This corporation is organized for the purpose of people skills training and transacting any and all lawful business.

ARTICLE IV

Capital Stock

4.1 This corporation is authorized to issue 7500 shares of stock of \$1.00 par value common stock.

ARTICLE V

Preemptive Rights

5.1 Should the capital stock be increased at any time, the stockholders at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

ARTICLE VI

Initial Registered Office and Agent

6.1 The street address of the initial registered office of this corporation is 1000 Belcher Road South, Suite 2, Largo, Florida 34641, and the name of the initial registered agent of this corporation is Richard J. Da Fonte, P.A.

ARTICLE VII

Initial Board of Directors

7.1 This corporation shall have one (1) director initially.

7.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

7.3 The name and address of the initial director of this corporation is:

JOHN G. WEBB
4450 Gulf Boulevard
309
St. Petersburg Beach, Florida 33706

ARTICLE VIII

Incorporators

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

Richard J. Da Fonte
1000 Belcher Road South
Suite 2
Largo, Florida 34641

ARTICLE IX

Indemnification

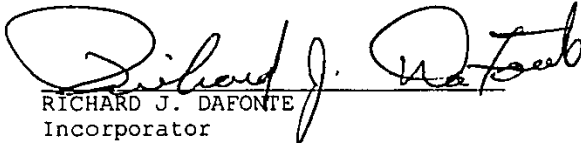
9.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X

Amendment

10.1 This corporation reserves the right to amend or repeal any provisions contained in these Articles, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on March 25, 1997.


RICHARD J. DAFONTE
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared RICHARD J. DAFONTE, and presenting his FL DL as identification to be the person described above, and he acknowledged to me that he executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 25 day of March, 1997.

Kathleen M. Dafonte
NOTARY PUBLIC

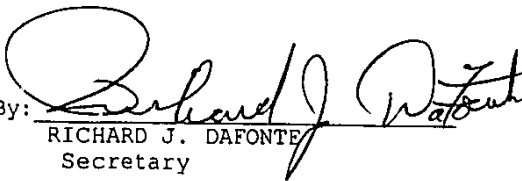


KATHLEEN M. DAFONTE
COMMISSION # CC589793
EXPIRES OCT 01, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for PRESCRIBE, Inc., at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

RICHARD J. DAFONTE, P.A.

By: 
RICHARD J. DAFONTE
Secretary

STATE OF FLORIDA)
COUNTY OF PINELLAS)

presented Florida DL
BEFORE ME, the undersigned authority, personally appeared RICHARD J. DAFONTE, as Secretary of RICHARD J. DAFONTE, P.A., and he acknowledged that he executed the foregoing Consent of Registered Agent for the purposes therein expressed on behalf of the corporation.

SWORN TO AND SUBSCRIBED before me this 25 day of March, 1997.

Kathleen M. Dafonte
NOTARY PUBLIC



KATHLEEN M. DAFONTE
COMMISSION # CC587793
EXPIRES OCT 01, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

FILED
97 MAR 26 AM 10:35
TALLAHASSEE, FLORIDA
SECRETARY OF STATE