

FILED/EFFECTIVE

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CLERK OF STATE
STATE OF IDAHO

ARTICLES OF INCORPORATION
OF

ALL-STAR PHOTO, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned person is of lawful age and a citizen of the United States, for the purpose of forming a corporation pursuant to the provisions of the Idaho Business Corporation Act (Title 30, Idaho Code) do hereby certify as follows:

FIRST

The name of the corporation is:

ALL-STAR PHOTO, INC.

SECOND

The corporation is to have perpetual existence.

THIRD

The purposes and objects for which the corporation is organized include the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act (Title 30, Idaho Code).

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 10,000. Such shares are to consist of one class only. There shall be no par value of such shares. Stocks will be non-assessable.

FIFTH

All of the shares of stock issued shall be common stock, and all shares shall have equal value, without preferences, limitations, or differences in relative rights with respect to other shares.

IDAHO SECRETARY OF STATE

06/14/2008 09:00
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SIXTH

Stockholders of the corporation shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized , or to any obligations convertible into stock of the corporation, or to obligations of the corporation convertible into stock. Any stock or obligations issued by the corporation shall first be offered to the stock holders of the corporation.

SEVENTH

The address of the initial registered office of the corporation is:

812 Lake Street
Sandpoint, ID 83864

The name of the corporation's initial registered agent at such address is:

Rebecca A. Holland

EIGHTH

The number of directors constituting the initial Board of Directors is one.

The name and address of the person who is to serve as Director until the first annual meeting of shareholders or until their successor be elected and qualify is:

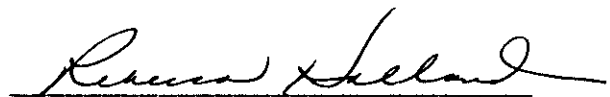
Rebecca A. Holland
6692 Colburn-Culver Rd.
Sandpoint, ID 83864

NINTH

The name and address of the incorporator is:

Rebecca A. Holland
6692 Colburn-Culver Rd.
Sandpoint, ID 83864

IN WITNESS WHEREOF, I have hereunto set my hand this 12 day
of June, 2000.



Incorporator

STATE OF IDAHO

County of Bonner

)
) ss.
)

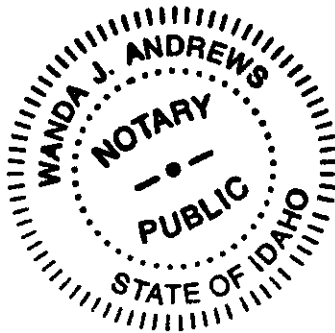
On this 12th day of June, 2000,

before me, the undersigned, a Notary Public in and for said state, personally appeared

Rebecca Holland

known to me to be the person whose name is subscribed to the within and foregoing instrument, and acknowledged to me that she executed the same, and that she was a person of lawful age and citizen of the United States of America.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Wanda J. Andrews

Notary Public for the State of Idaho

Residing at: Kootenai

My commission expires: 10/03/03