

ARTICLES OF ORGANIZATION LIMITED LIABILITY COMPANY

SEP - 1 AM 8:59
SECRETARY OF STATE OF IDAHO

To the Secretary of State of Idaho,
Statehouse, Boise, Idaho 83720

RECEIVED - 4 AM 10:35
SECRETARY OF STATE
STATE OF IDAHO



1. The name of the limited liability company is: POMERELLE PORTRAIT DESIGN STUDIOS - BOISE LLC

2. The address of the initial registered office is: 308 Shoshone St. East,
(not a PO Box)
Twin Falls, Idaho 83301 and the name of the initial registered agent at that address is: Robert J. Maloney

3. The latest date certain on which the limited liability company will dissolve: 12/31/48

4. Is management of the limited liability company vested in a manager or managers?
 Yes No (check appropriate box)

5. If management is vested in one or more manager(s), list the name(s) and address(es) of at least one initial manager. If management is vested in the members, list the name(s) and address(es) of at least one initial member.

Name:

Robert J. Maloney

Address:

2580 Sunridge Circle
Twin Falls, ID 83301

6. Signature of at least one person listed in #5 above:

Robert J. Maloney
Wm Maloney

IDAHO SECRETARY OF STATE

09/01/1999 09:00
CK: 7829 CT: 14107 BH: 246627

1 @ 100.00 = 100.00 ORGAN LLC # 2

W9657

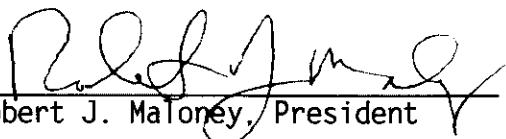
CONSENT TO USE OF NAME

POMERELLE PORTRAIT DESIGN STUDIOS, INC., an Idaho corporation, hereby consents to the use of the following name: Pomerelle Portrait Design Studios -- Boise LLC, by said limited liability company.

The undersigned is the majority owner of both of these entities.

DATED This 26th day of August, 1999.

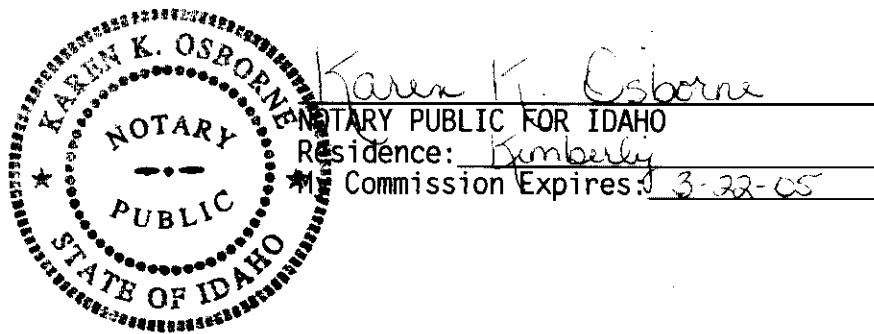
POMERELLE PORTRAIT DESIGN STUDIOS, INC.

By: 
Robert J. Maloney, President

STATE OF IDAHO)
) ss.
County of Twin Falls)

On this 26th day of August, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared ROBERT J. MALONEY, known to me to be the President of POMERELLE PORTRAIT DESIGN STUDIOS, INC., the corporation whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same on behalf of the corporation.

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



CONSENT TO USE OF NAME