

State of Idaho

Department of State

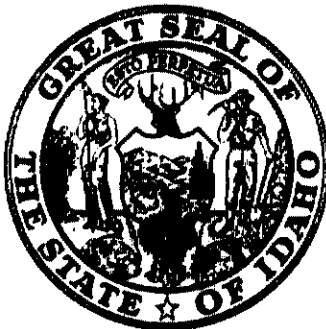
CERTIFICATE OF AUTHORITY OF

COLD SPORTS PHOTOGRAPHY, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of COLD SPORTS PHOTOGRAPHY, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to COLD SPORTS PHOTOGRAPHY, INC. to transact business in this State under the name COLD SPORTS PHOTOGRAPHY, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: January 23, 1992



Pete T. Cenarrusa

SECRETARY OF STATE

William J. Hunsaker

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

RECEIVED
SEC. OF STATE
JAN 23 1992

Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Cold Sports Photography, Inc.
2. The name which it shall use in Idaho is _____
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of Colorado
4. The date of its incorporation is 12/13/91 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1604 "H" Street, P.O. Box 1124, Salida, CO 81201
6. The address to which correspondence should be addressed, if different from that in Item 5.

7. The street address of its proposed registered office in Idaho is 10000 Schweitzer Mountain Road, Sandpoint, Idaho 83864, and the name of its proposed registered agent in Idaho at that address is Andrew Spodak
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are:
To carry on any lawful business whatsoever that this corporation may deem proper and profitable or convenient.

(Continued on reverse)

Submit application and certificate of status to:

Office of the Secretary of State
Division of Corporations
Statehouse, Room 203
Boise, Idaho 83720

Secretary of State use only

9. The names and respective addresses of its directors and officers are:

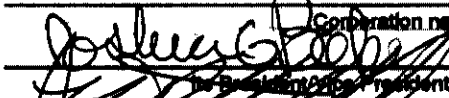
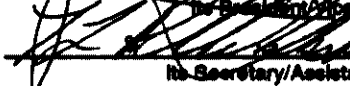
| Name | Office | Address |
|-------------------|----------------|--------------------------------------------------|
| Joshua G. Baker | President | P.O. Box 375, Salida, CO 81201 |
| Andrew Spodak | Vice President | P.O. Box 2704, Telluride, CO 81435 |
| Terry Ritterbusch | Secretary | P.O. Box 375, Salida, CO 81201 |
| Alain S. Pinto | Treasurer | P.O. Box 80, Taos Ski Village, Taos, NM 87525 |
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10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: December 10, 1991

Cold Sports Photography, Inc.

By  (Corporation name) President
and  Secretary
its Secretary/Assistant Secretary (please specify)

STATE OF Colorado)
COUNTY OF Chaffee) ss:

I, Pete Cordova, a notary public, do hereby certify that on this 10th day of December, 19 91, personally appeared before me Joshua G. Baker, who being by me first duly sworn, declared that (s)he is the President of Cold Sports Photography, Inc.

that (s)he signed the foregoing documents as President of the corporation and that the statements therein contained are true.


Notary Public



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

RECEIVED
SEC. OF STATE
92 JAN 23 AM 8 20


I, NATALIE MEYER, Secretary of State of the State of
Colorado hereby certify that

According to the records of this office

COLD SPORTS PHOTOGRAPHY, INC.
(COLORADO CORPORATION)

has complied with the applicable provisions of the laws of
the State of Colorado and on this date is in good standing
and authorized and competent to transact business or to
conduct its affairs within this state.

Dated: JANUARY 10, 1992



SECRETARY OF STATE