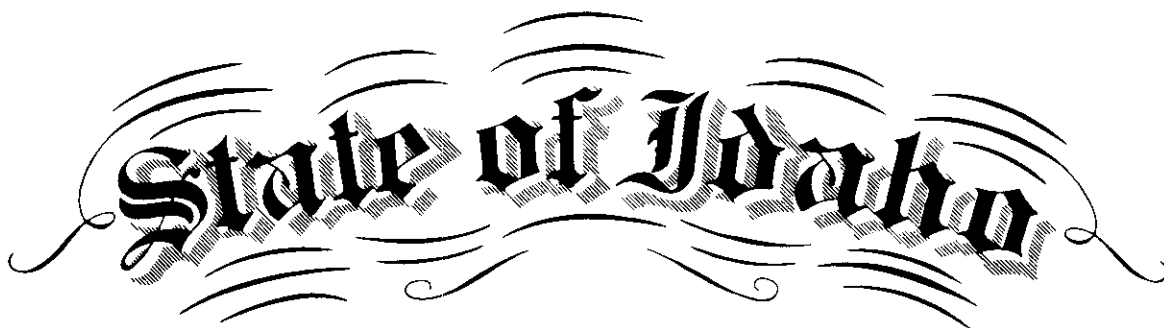


80073



CERTIFICATE OF WITHDRAWAL
OF

PORTRAIT WORLD, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of PORTRAIT WORLD, INC.

_____ for a Certificate of Withdrawal from 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
Withdrawal and attach hereto a duplicate original of the Application for such Certificate.

Dated May 3, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]

Corporation Clerk

**APPLICATION FOR
CERTIFICATE OF WITHDRAWAL**

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-119, **Idaho Code**, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Idaho and for that purpose submits the following statement:

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SEC. OF STATE
31 MAY 3 PM 8 54

1. The name of the corporation is Portrait World, Inc.
_____. The name which it used in Idaho is Portrait
World, Inc.
2. It is incorporated under the laws of California
3. It is not transacting business in the State of Idaho.
4. It hereby surrenders its authority to transact business in said state.
5. It revokes the authority of its registered agent in the State of Idaho to accept service of process and consents that service of process in any action, suit or proceeding based upon any cause of action arising in the State of Idaho during the time it was authorized to transact business therein may thereafter be made on it by registered or certified mail to the corporation at the address listed in item 6., below.
6. The post office address to which process against the corporation that may be mailed is 5501 Norman
Center Drive, Minneapolis, MN 55437 ATTN: Legal Department
7. All sums due or accrued by this corporation to the State of Idaho have been paid.
8. All known creditors or claimants have been paid or provided for and the corporation is not involved in or threatened with litigation in any court in the State of Idaho.

By

Fred D. Bjork
Fred D. Bjork

Its

President

And

Orville E. Fisher, Jr.
Orville E. Fisher, Jr.

Its

Secretary

STATE OF Minnesota)

COUNTY OF Hennepin) ss:

I, Jody L. Froemming, a notary public, do hereby certify that on this
29th day of April, 19 91, personally appeared
before me Fred D. Bjork, who being by me first duly sworn,
declared that he is the President of Portrait World, Inc.

that he signed the foregoing document as President of the corporation and
that the statements therein contained are true.



Jody L. Froemming
Notary Public