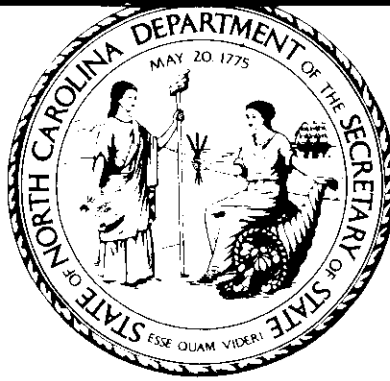


# STATE OF NORTH CAROLINA



Department of The  
Secretary of State

To all to whom these presents shall come, Greeting:

*I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached ( 9 sheets) to be a true copy of*

ARTICLES OF MERGER

OF

KINDERFILM PRODUCTIONS, INC.

INTO

KINDERFOTO INTERNATIONAL, INC.

*the original of which is now on file and a matter of record in this office.*

*In Witness Whereof, I have hereunto set my hand and affixed my official seal.*

**Done in Office, at Raleigh, this** 14th **day**  
**of** April **in the year of our Lord 19** 83

Secretary of State

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ARTICLES OF MERGER  
OF  
KINDERFILM PRODUCTIONS, INC.  
WITH AND INTO  
KINDERFOTO INTERNATIONAL, INC.

The undersigned domestic corporations, do hereby execute the following Articles of Merger for the purposes of merging KINDERFILM PRODUCTIONS, INC., a North Carolina corporation, with and into KINDERFOTO INTERNATIONAL, INC., a North Carolina corporation which owns all of the issued and outstanding stock of KINDERFILM PRODUCTIONS, INC.:

1. The name of the undersigned corporations and the state in which each is incorporated is as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Kinderfoto International, Inc.	North Carolina
Kinderfilm Productions, Inc.	North Carolina

2. The name of the surviving corporation after the merger will be KINDERFOTO INTERNATIONAL, INC.

3. The Plan of Merger of KINDERFILM PRODUCTIONS, INC. With and Into KINDERFOTO INTERNATIONAL, INC. (the "Plan") is set forth in Exhibit A which is attached hereto and incorporated herein by reference, and the Board of Directors of KINDERFOTO INTERNATIONAL, INC. approved the Plan on January 21, 1983, and the Board of Directors and Shareholder of KINDERFILM PRODUCTIONS, INC. approved the Plan on January 21, 1983.

4. At the time of such approval of the Plan by each such Board of Directors, KINDERFOTO INTERNATIONAL, INC. was the owner of all of the outstanding shares of stock of KINDERFILM PRODUCTIONS, INC. and the Plan does not provide for any changes in the charter of KINDERFOTO INTERNATIONAL, INC. or the issuance of any shares by KINDERFOTO INTERNATIONAL, INC.

5. The number of shares outstanding and the number of shares of each of the undersigned corporations entitled to vote on the Plan are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>
KINDERFOTO INTERNATIONAL, INC.	27,830 \$5.00 par value Common stock	None
KINDERFILM PRODUCTIONS, INC.	1,000 shares \$1.00 par value Common stock	1,000 shares \$1.00 par value Common stock

Pursuant to Section 55-108.1(a) of the North Carolina Business Corporation Act, KINDERFOTO INTERNATIONAL, INC. is not required to submit the Plan to a vote by its shareholders.

There were no shares of KINDERFILM PRODUCTIONS, INC. entitled to vote as a class inasmuch as such corporation only has one class of stock authorized.

6. The number of shares voted for and against the adoption of the Plan were as follows:

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
KINDERFOTO INTERNATIONAL, INC.	None	None
KINDERFILM PRODUCTIONS, INC.	1,000 shares	None

Pursuant to Sections 55-108.1(a) and (c) of the North Carolina Business Corporation Act, KINDERFOTO INTERNATIONAL, INC. is not required to submit the Plan to a vote by its shareholders.

The Plan was duly approved by the sole shareholder of KINDERFILM PRODUCTIONS, INC. in accordance with Sections 55-108 and 55-63 of the North Carolina Business Corporation Act.

7. These Articles of Merger and the Plan incorporated herein by reference shall be effective, in accordance with Article II of said Plan at 6:00 p.m. on January 29, 1983, pursuant to Section 55-4(b) of the North Carolina Business Corporation Act and the merger therein contemplated shall be deemed to be completed and consummated at that time.

IN WITNESS WHEREOF, the Articles of Merger have been signed by the President and the Assistant Secretary of KINDERFOTO INTERNATIONAL, INC., and by the President and Secretary of KINDERFILM

PRODUCTIONS, INC., each thereunto duly authorized this 21st day of  
January, 1983.

KINDERFOTO INTERNATIONAL, INC.

By: *Edward O. Chg*  
President

[CORPORATE SEAL]

ATTEST:

*Marcus T. Hickman*  
Marcus T. Hickman  
Assistant Secretary

KINDERFILM PRODUCTIONS, INC.

By: *Stanley Livingston Hoke*  
Stanley Livingston Hoke  
President

[CORPORATE SEAL]

ATTEST:

*Marcus T. Hickman*  
Marcus T. Hickman  
Secretary

STATE OF NEVADA

COUNTY OF WASHOE

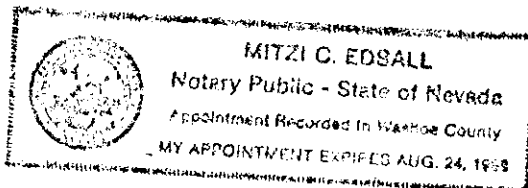
I, Mitzi C. Edsall, a Notary Public, do hereby certify that on this 31<sup>st</sup> day of January, 1983, personally appeared before me Edward C. Chapin being the President of KINDERFOTO INTERNATIONAL, INC., being by me first duly sworn, declared that he signed the foregoing Articles of Merger in the capacity indicated, that he was authorized so to sign, and that the statements therein contained are true and correct.

Mitzi C. Edsall  
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

August 24, 1986



STATE OF NEVADA

COUNTY OF WASHOE

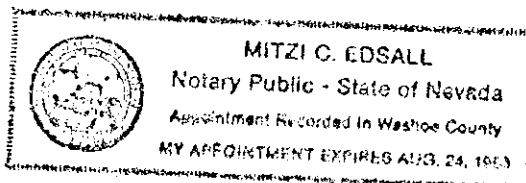
I, Mitzi C. Edsall, a Notary Public, do hereby certify that on this 31<sup>st</sup> day of January, 1983, personally appeared before me Stanley Livingston Hoke being the President of KINDERFILM PRODUCTIONS, INC., being by me first duly sworn, declared that he signed the foregoing Articles of Merger in the capacity indicated, that he was authorized so to sign, and that the statements therein contained are true and correct.

Mitzi C. Edsall  
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

August 24, 1986



STATE OF NEVADA

COUNTY OF WASHOE

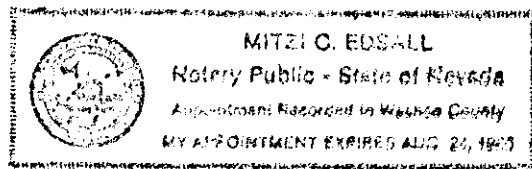
I, Mitzi C. Edsall, a Notary Public, do hereby certify that on this 21st day of January, 1983, personally appeared before me Marcus T. Hickman, being the Assistant Secretary of KINDERFOTO INTERNATIONAL, INC. and the Secretary of KINDERFILM PRODUCTIONS, INC., being by me duly sworn, declared that he signed the foregoing Articles of Merger in the capacities indicated, that he was authorized so to sign, and that the statements therein contained are true and correct.

Mitzi C. Edsall  
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

August 24, 1986



Drawn by and delivered to:

Pamela K. Silverman  
Kennedy, Covington, Lobdell & Hickman  
3300 NCNB Plaza  
Charlotte, North Carolina 28280

PLAN OF MERGER  
OF  
KINDERFILM PRODUCTIONS, INC.  
WITH AND INTO  
KINDERFOTO INTERNATIONAL, INC.

The Plan of Merger of KINDERFILM PRODUCTIONS, INC., a corporation organized and existing under the laws of the State of North Carolina, With and Into KINDERFOTO INTERNATIONAL, Inc., a corporation organized and existing under the laws of the State of North Carolina which owns all of the issued and outstanding stock of KINDERFILM PRODUCTIONS, INC. (the "Plan") is as follows:

ARTICLE I  
CONSTITUENT CORPORATIONS

1.1. The corporations which will be merged pursuant to this Plan are KINDERFILM PRODUCTIONS, INC. and KINDERFOTO INTERNATIONAL, INC. (such corporations being sometimes collectively referred to herein as the "Constituent Corporations").

1.2. KINDERFOTO INTERNATIONAL, INC. owns all of the outstanding shares of stock of KINDERFILM PRODUCTIONS, INC.

1.3. KINDERFOTO INTERNATIONAL, INC. shall be the surviving corporation, and as such surviving corporation shall retain the name KINDERFOTO INTERNATIONAL, INC. (such corporation, being sometimes referred to herein as the "Surviving Corporation").

ARTICLE II  
TERMS AND CONDITIONS OF THE MERGER

2.1. KINDERFILM PRODUCTIONS, INC. shall be merged with and into KINDERFOTO INTERNATIONAL, INC. and the Surviving Corporation shall continue to be governed by the laws of the State of North Carolina, and the separate corporate existence of KINDERFILM PRODUCTIONS, INC. shall thereby cease. The merger shall be effectuated pursuant to the provisions of the North Carolina Business Corporation Act.

2.2. Except as herein otherwise specifically set forth, the Surviving Corporation shall, to the extent consistent with its Articles of Incorporation, possess all the rights, privileges, immunities, and franchises, as well of a public as a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest,



of or belonging to or due to each of the Constituent Corporations so merged, shall be taken and deemed to be transferred to and vested in such Surviving Corporation without further act or deed; and the title to any real estate or any interest therein, vested in any such Constituent Corporations shall not revert or be in any way impaired by reason of such merger.

2.3. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities, obligations and penalties of each of the Constituent Corporations, and all said debts, liabilities, obligations, duties and penalties shall thenceforth attach to the Surviving Corporation and may be enforced against such Surviving Corporation to the same extent as if said debts, liabilities, obligations, duties and penalties had been incurred or contracted by it. No liability or obligation due at the time the merger becomes effective, or then to become due, or any claim or demand for any cause then existing against either of the Constituent Corporations, or any shareholder, officer or director thereof, shall be released or impaired by the merger, and all rights of creditors and all liens upon property of either of the Constituent Corporations shall be preserved unimpaired. Any claim existing or action or proceeding, civil or criminal, pending by or against either of the Constituent Corporations may be prosecuted as if such merger had not taken place, or such Surviving Corporation may be substituted in its place, and any judgment rendered against either of the Constituent Corporations may be enforced against the Surviving Corporation.

2.4. The merger provided for in this Plan shall become effective at 6:00 p.m. on January 29, 1983, pursuant to Section 55-4(b) of the North Carolina Business Corporation Act (such date being referred to herein as the "Effective Date").

### ARTICLE III CHARTER AND BYLAWS

3.1. Immediately upon the merger becoming effective as provided herein in Article II, the Articles of Incorporation of KINDERFOTO INTERNATIONAL, INC. shall continue to be the Articles of Incorporation of the Surviving Corporation and no change in such Articles of Incorporation shall be effected by the merger.

3.2. Immediately upon the merger becoming effective as provided herein in Article II, the Bylaws of KINDERFOTO INTERNATIONAL, INC. shall continue to be the Bylaws of the Surviving Corporation and no change in such Bylaws shall be effected by the merger.

### ARTICLE IV DIRECTORS AND OFFICERS

4.1. The persons who are the directors of KINDERFOTO INTERNATIONAL, INC. immediately prior to the Effective Date of the merger shall, after the merger, continue as the directors of the

Surviving Corporation without change until their successors have been elected and qualified in accordance with the laws of the State of North Carolina and the Articles of Incorporation and the Bylaws of the Surviving Corporation.

4.2. The persons who are the officers of KINDERFOTO INTERNATIONAL, INC. immediately prior to the Effective Date of the merger shall, after the merger, continue as the officers of the Surviving Corporation without change until their successors have been elected and qualified in accordance with the laws of the State of North Carolina and the Articles of Incorporation and Bylaws of the Surviving Corporation.

#### ARTICLE V MANNER AND BASIS OF CONVERTING SHARES

5.1. Inasmuch as KINDERFILM PRODUCTIONS, INC. is a wholly-owned subsidiary of KINDERFOTO INTERNATIONAL, INC. and KINDERFOTO INTERNATIONAL, INC. is to be the Surviving Corporation, no cash, shares, other securities or obligations will be distributed or issued upon conversion or cancellation of the shares of KINDERFILM PRODUCTIONS, INC. and each share of the \$1.00 par value Common Stock of KINDERFILM PRODUCTIONS, INC., issued and outstanding on the Effective Date of the merger shall be cancelled and retired and cease to exist by virtue of the merger and without any action on the part of the holder thereof.

5.2. None of the shares of the \$5.00 par value Common Stock of KINDERFOTO INTERNATIONAL, INC. issued and outstanding on the Effective Date of the merger shall be converted or altered in any manner as the result of the merger, and each such share of Common Stock shall remain outstanding as one share of \$5.00 par value Common Stock of the Surviving Corporation.

#### ARTICLE VI TERMINATION OF PLAN

6.1. This Plan may be terminated by the action of the Board of Directors of either of the Constituent Corporations at any time prior to the time that the Articles of Merger with respect to the merger contemplated herein shall be filed with the Secretary of State of the State of North Carolina.

Drawn by and delivered to:

Pamela K. Silverman  
Kennedy, Covington, Lobdell & Hickman  
3300 NCNB Plaza  
Charlotte, North Carolina 28280