State of Idaho

Department of State.

CERTIFICATE OF AUTHORITY
OF

OLAN MILLS INCORPORATED OF OHIO

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of OLAN MILLS INCORPORATED OF OHIO 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 OLAN MILLS INCORPORATED OF OHIO to transact business in this State under the name OLAN MILLS INCORPORATED OF OHIO and attach hereto a duplicate original of the Application for such Certificate.

Dated May 19, 1980.

GREAT SEAL OF THE STATE OF IDAHO
ESTO PERPETUA

SECRETARY OF STATE

Corporation Clerk

CAU 779

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the 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 Olan Mills Incorporated of Ohio.

2. *The name which it shall use in Idaho is Same.

3. It is incorporated under the laws of Tennessee.

4. The date of its incorporation is May 10, 1947 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 4325 Amnicola Highway, Chattanooga, Tennessee.

6. The address of its proposed registered office in Idaho is 300 North Sixth Street Boise, Idaho, and the name of its proposed registered agent in Idaho at that address is C T Corporation System.

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: To buy, sell and manufacture photography and photographic supplies and perform incidental activities.

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

Name	Office	Address
Olan Mills, II	Secretary & Director	3076 Rivermont Road Chattanooga, Tennessee
C. G. Mills	Pres. & Director	1712 Minnekahda Road Chattanooga, Tennessee

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
1,000	Common	$100.00
25,000	Preferred	No Par

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
500	Common	$100.00
21,982	Preferred	No Par

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 16, 19 80.

OLAN MILLS INCORPORATED OF OHIO

By C. G. Mills
C. G. Mills
Its President

and Olan Mills II
Olan Mills II
Its Secretary

STATE OF TENNESSEE)
)ss:
COUNTY OF HAMILTON)

I, Patsy D. Brown, a notary public, do hereby certify that on this 16th day of April, 19 80, personally appeared before me C. G. Mills, who being by me first duly sworn, declared that he is the President of Olan Mills Incorporated of Ohio.

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

Patsy D. Brown
Notary Public
My Commission Expires Oct. 8, 1983

*Pursuant to section 30-1-108(b)(1), **Idaho Code,** if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

OLAN MILLS INCORPORATED OF OHIO

Financial Statement--December 31, 1979

OLAN MILLS INCORPORATED OF OHIO

Balance Sheet--December 31, 1979

ASSETS

CURRENT ASSETS:				
Cash in banks				$ 9,742,127
Notes & Accounts Receivable				1,152,285
Inventories				634,861
Prepaid expenses				273,777
Total current assets				11,803,050
INVESTMENTS - Stock of affiliated companies				75,500
PROPERTY & EQUIPMENT:				
Land				336,887
	Cost	Accumulated Depreciation	Net	
Furn., Fixtures & Equipment	$2,958,932	$1,576,312	$1,382,620	
LH Improvements	1,230,661	591,648	639,013	
Buildings	1,816,307	241,140	1,575,167	
	$6,005,900	$2,409,100	$3,596,800	3,596,800
OTHER ASSETS:				
Employee accounts				25,024
				$15,837,261

(Unaudited)

OLAN MILLS INCORPORATED OF OHIO

Balance Sheet--December 31, 1979

LIABILITIES AND CAPITAL

CURRENT LIABILITIES:		
Notes payable - current portion		$ 103,287
Accounts payable		178,351
WH taxes payable		121,298
Accrued expenses		513,009
Sales taxes payable		67,288
Provision for Federal income tax		237,440
Total current liabilities		1,220,673
LONG-TERM DEBT:		
Installment note payable	$ 212,944	
Less - portion due in 1 year	103,287	109,657
CAPITAL & SURPLUS:		
Capital stock		
Common - authorized 1,000 shares of $100. Par Value, issued 500 shares	50,000	
Preferred - authorized 25,000 shs. No Par Value, issued 21,982 shs.	1,099,100	
Retained earnings	15,551,481	
	16,700,581	
Deduct-shares held in Treasury at cost	2,193,650	14,506,931
		$15,837,261

(Unaudited)

OLAN MILLS INCORPORATED OF OHIO

Financial Statement--December 31, 1979

OLAN MILLS INCORPORATED OF OHIO

Balance Sheet--December 31, 1979

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Inventories				634,861
Prepaid expenses				273,777
Total current assets				11,803,050
INVESTMENTS - Stock of affiliated companies				75,500
PROPERTY & EQUIPMENT:				
Land				336,887
	Cost	Accumulated Depreciation	Net	
Furn., Fixtures & Equipment	$2,958,932	$1,576,312	$1,382,620	
LH Improvements	1,230,661	591,648	639,013	
Buildings	1,816,307	241,140	1,575,167	
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OLAN MILLS INCORPORATED OF OHIO

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	16,700,581	
Deduct-shares held in Treasury at cost	2,193,650	14,506,931
		$15,837,261

(Unaudited)

State of Tennessee

Department of State

I, GENTRY CROWELL, Secretary of State of the State of Tennessee, do hereby certify that the annexed is a true and correct copy of the Charter of

OLAN MILLS INCORPORATED OF OHIO

which was recorded in this office on May 10, 1947 in Corporation Record Book Misc. A-7, Page 578 and amendment thereto;

September 14, 1966 P-51, Page 2708 Change of principal office and change in capital stock.

IN WITNESS WHEREOF, I have hereto affixed my signature and the Great Seal of the State, at Nashville, this 15th day of April in the year of our Lord nineteen hundred Eighty

Gentry Crowell

Secretary of State

STATE OF TENNESSEE

CERTIFICATE OF INCORPORATION

Name. First. The name of this corporation is

OLAN MILLS INCORPORATED OF OHIO

Address. Second. The address of the principal office of this corporation in the State of Tennessee is 658 Georgia Avenue, in the City of Chattanooga, Hamilton County, Tennessee.

Business. Third. The general nature of the business to be transacted by this corporation shall be:

To engage in a photographic, portrait, picture and painting business; to make likenesses and representations of persons, places, landscapes, and objects and things of all kinds; to do commercial and aerial photography; to maintain studios; to deal in and with photographers', painters', and artists' supplies, materials and equipment; to print, develop, finish, mount and frame pictures and plates; to make enlargements of pictures; to make miniatures; to tint, paint or color prints and photographs; to deal in picture frames, folders, envelopes, mounts and cases of every descriptions; to manufacture, repair and deal in machinery, cameras, chemicals, oils, paints and all other aids, instruments and devices useful for the furtherance of the objects of this corporation; and to carry on the business of photography in all its branches, as principal, agent, or on commission, and as manufacturer, wholesaler or retailer.

To do any or all of the things herein set forth and all things usual, necessary or proper in furtherance of or incidental to said business to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.

IN GENERAL to carry on any other business in connection therewith, and to do all things not forbidden by the laws of the State of Tennessee, and with all the powers conferred upon corporations by the laws of the State of Tennessee.

But if this corporation shall undertake to do any of the things hereinabove set forth in any State other than Tennessee, in the District of Columbia, in any territory, colony, or dependency of the United States, or in any foreign country or in any colony or dependency thereof, then as to such jurisdictions and each of them this corporation shall be deemed to have such powers insofar only as such jurisdictions respectively permit corporations within their several respective jurisdictions to execute such powers.

Stock. Fourth. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of Common/Capital Stock of par value of One Hundred Dollars ($100.00) each.

Initial Capital. **Fifth.** The amount of capital with which this corporation will begin business shall be not less than One Thousand Dollars ($1,000.00), and when such amount so fixed shall have been subscribed for, all subscriptions of the stock of this corporation shall be enforcible and it may proceed to do business in the same manner and as fully as though the maximum number of shares authorized under the provisions of the preceding section hereof shall have been subscribed for.

Duration. **Sixth.** The time of existence of this corporation shall be perpetual.

Other Provisions. **Seventh.** This corporation shall enjoy and be subject to such benefits, privileges and immunities, restrictions, liabilities and obligations, as are provided for private corporations generally by the laws of the land and which are held applicable to corporations organized under the provisions of Chapter 90, Public Acts of the State of Tennessee for the year 1929, or such act as amended or modified.

We, the undersigned, apply to the State of Tennessee, by virtue of the laws of the land, for a Charter of Incorporation for the purposes and with the powers, etc., declared in the foregoing instrument.

WITNESS our hands this the 8th day of May, 1947.

Carl A. Swafford
Carl A. Swafford

Robert M. Chambliss
Robert M. Chambliss

Charles L. Claunch
Charles L. Claunch

STATE OF TENNESSEE)
COUNTY OF HAMILTON)

Personally appeared before me, M. L. McCauley, a notary Public in and for said County and State, the within named incorporators, CARL A SWAFFORD, ROBERT M. CHAMBLISS and CHARLES L. CLAUNCH, with whom I am personally acquainted, and who acknowledged that they executed the within application for a Charter of Incorporation for the purposes therein contained and expressed.

WITNESS my hand and official seal at office in Chattanooga, Hamilton County, Tennessee, this 8th day of May, 1947.

M. L. McCauley
Notary Public

S E A L

My commission expires:
October 11, 1948

I, JOE C. CARR, Secretary of State, do certify that this Charter, with certificate attached, the foregoing of which is a true copy, was this day registered and certified to by me.

This 10th day of May, 1947.

JOE C. CARR,
Secretary of State

STATE OF TENNESSEE

CERTIFICATE OF AMENDMENTS TO

CERTIFICATE OF INCORPORATION OF

OLAN MILLS INCORPORATED OF OHIO

We, E. A. Coleman and Olan Mills, II, President and Secretary, respectively, of Olan Mills Incorporated of Ohio, a corporation chartered and existing under the laws of the State of Tennessee, do hereby certify that at a meeting of the Board of Directors of said corporation, duly called and held, resolutions were duly adopted proposing the amendments to the certificate of incorporation of said corporation hereinbelow set forth, declaring the advisability of such amendments and calling for a special meeting of the stockholders of record entitled to vote for consideration thereof, and that at such special meeting of stockholders of said corporation, duly called and held for such purpose at the office of said corporation in Chattanooga, Tennessee, the holders of record representing a majority of the outstanding shares of the stock of said corporation affirmatively voted for resolutions to amend the certificate of incorporation of said corporation as follows:

> RESOLVED, that the certificate of incorporation of this corporation be, and the same hereby is amended by striking Paragraph Second therefrom in its entirety and substituting the following in place thereof:
>
> > "SECOND. The address of the principal office of this corporation in the State of Tennessee is 1101 Carter Street in the City of Chattanooga, Hamilton County, Tennessee."
>
> RESOLVED, that the certificate of incorporation of this corporation be, and the same hereby is amended by striking Paragraph Fourth therefrom in its entirety, and substituting the following in place thereof:
>
> > "FOURTH. The total number of shares of stock which the corporation shall be authorized to issue is 26,000 shares, divided into 1,000 shares of common stock having a par value of $100.00 per share and 25,000 shares of preferred stock without nominal or par value.

"The description of the respective classes of stock, and the statement of the relative rights of the holders of stock of such classes, and the designations, preferences, voting powers, restrictions and qualifications of the respective classes of said stock shall be as follows:

"(1) The corporation shall be bound to pay to the holders of record of outstanding shares of the preferred stock, without par value, and such holders shall be entitled to receive, when, as, and if declared by the Board of Directors of the corporation, out of the surplus, if any, of the corporation, subject to any limitation prescribed by statute, fixed annual cash dividends in the amount of $[illegible] per share of preferred stock. Such cash dividends shall be payable quarterly on the first days of March, June, September and December, in each year, and shall be cumulative from the first day of the dividend period in which any such share is issued. In the event that any such quarterly cash dividend is not declared and paid within ten (10) days from the date on which it becomes payable, interest thereon shall accrue at the rate of 6% per annum from the date due until paid. No dividends shall be declared or paid by the corporation to the holders of common stock unless and until all quarterly cash dividends then currently payable to the holders of preferred stock, without par value, including any accumulated unpaid dividends and any interest then accrued on any such quarterly dividends, shall be paid in full.

"(2) Each holder of record of common stock of the corporation shall be entitled, except as hereinbelow otherwise provided, at each meeting of stockholders of the corporation and upon each proposal presented at any such meeting, to one (1) vote for each share of such common stock standing in the name of any such holder on the books of the corporation, and the holders of the preferred stock, without par value, except as hereinbelow otherwise provided or as otherwise provided by law, shall not be entitled to vote, nor shall they be entitled to participate in or receive notice of any such meeting

"(3) Notwithstanding the above, however, in the event that the corporation shall, at any time, fail for eight (8) consecutive quarters (computed as of the respective quarterly payment dates) to pay to the holders of the outstanding shares of preferred stock, without par value, all quarterly cash dividends payable on such preferred shares, together with all accrued interest thereon, [illegible] In the event that the corporation shall fail to comply with any of the other provisions of this Fourth paragraph, then the aforesaid voting rights and the right to participate in and receive notice of any stockholders meeting shall be automatically divested out of the holders of common shares and shall be vested instead in the holders of such preferred shares, with each of the latter holders being entitled to one (1) such vote for each share of such preferred stock standing in the name of such holder of such preferred share on the [illegible] books of the corporation. [illegible] holders of such preferred shares [illegible] be entitled, at a special meeting of the preferred shareholders duly [illegible], by majority vote to remove any one [illegible] all of the then directors of [illegible] from the Board of Directors [illegible] and [illegible] replace such [illegible] directors so removed with any [illegible] directors of their [illegible]. [illegible] all then payable quarterly [illegible] dividends, and all accrued interest thereon, being paid by the corporation to [illegible] holders of outstanding shares of [illegible] preferred stock, without par value, and [illegible] all the other provisions of [illegible] paragraph being complied with, any such voting rights then vested in the holders of such preferred shares as hereinabove provided shall then be divested out of such holders and revested in the holders of the outstanding shares of the common stock of the corporation until such time as [illegible] consecutive payments of such quarterly dividends or interest thereon again become in arrears or until the corporation shall again fail to comply with any other provision of this Fourth paragraph. For purposes of this subparagraph [illegible] of this Fourth paragraph, in computing the number of consecutive quarters for which quarterly cash dividends or interest thereon have not been paid to the holders of outstanding shares of preferred stock, without par value, any payment of such dividends or interest by the corporation shall be applied first against the interest and then the dividends then accrued or payable for the longest period of time. During any time when the right to vote shall be vested in the holders of such preferred stock as hereinabove provided, any meeting of such preferred stockholders may be duly called, in addition to any other method provided by law, by any holder of any shares of such preferred stock who then holds ten [illegible] per centum or more of such preferred stock then issued and outstanding, by such holder giving notice in writing to the other holders of such preferred stock then outstanding, at least ten (10) days in advance of such meeting, of the time, date, place and purposes of such meeting so called.

"[illegible]) During such time as any shares of preferred stock, without par value, of the corporation shall be issued and outstanding, the corporation shall not, [illegible] by affirmative vote or written consent of the holders of record of at least two-thirds in amount of the outstanding shares of such preferred stock:

"(a) Change the purposes for which the corporation is formed;

"(b) Dispose of the property and business of the corporation by sale, [illegible] exchange, consolidation, merger, lease or otherwise, substantially in its entirety;

"(c) Incur indebtedness at any time in an amount greater than seventy-five ([illegible]%) per centum of the net worth of the corporation; provided, that purchase money mortgages or other similar mortgages made by the corporation as mortgagor for purposes of acquiring real estate or tangible personal property or for purposes of financing the construction of any improvements to or on real estate of the corporation, not in excess of the fair cash market value of such property or improvements, shall be excepted from the limitations of this subsection (c) and of subsections (d) and (h) of Section (4) of this Fourth paragraph;

"(d) Mortgage or encumber more than seventy-five ([illegible]%) per centum in value of the property of the corporation;

"(e) Declare any stock dividends in shares of or rights to preferred stock;

"(f) Amend the certificate of incorporation so as to reduce the number of shares of preferred stock authorized and/or outstanding at any time, or so as to prejudice or change any of the preferences or other rights, whether future or accrued, of the holders of outstanding shares of preferred stock, without par value, whether such rights are provided for in this Fourth paragraph or otherwise;

"(g) Create any charge upon the net profits of the corporation which shall be detrimental to the rights of the holders of the outstanding shares of preferred stock;

"(h) Authorize or issue any shares of stock of the corporation, or any bonds, debentures or secured or unsecured notes of the corporation in any respect prior to or on a parity with the shares of preferred stock, without par value, provided for herein; provided, that any loans made to the corporation by any licensed state or national bank or banking institution shall be excepted from the limitations of this subsection (h) of Section (4) of this Fourth paragraph;

"(i) Consolidate or merge into or with any other corporation;

"(j) Transfer or convey any of the real property of the corporation.

"(4) In event of any dissolution, liquidation or winding up of the corporation, each then record holder of any outstanding share or shares of preferred stock, without par value, of the corporation shall be entitled to receive out of the assets available for distribution to stockholders, after payment of or adequate provision for all just debts of the corporation, the following sums, before any distribution shall be made to the holders of shares of the common stock of the corporation:

"(1) One Hundred ($100.00) Dollars per each then outstanding share of preferred stock, without par value, then held by such holder of such share or shares of preferred stock; plus (2) all then currently payable quarterly dividends, including any accumulated unpaid dividends, and all accrued interest thereon then unpaid, which is owing to such holder of such share or shares of preferred stock;

and in the event of any such distribution being available to the holders of shares of the common stock, after the above distributions have been made to the holders of such preferred stock, then such holders of then outstanding shares of the common stock shall be entitled, to the exclusion of the holders of shares of such preferred stock, to share ratably in all the assets of the corporation then remaining. If upon dissolution or winding up of the corporation, the assets thus distributable among the holders of the then outstanding shares of such preferred stock shall be insufficient to permit the payment to such holders of the preferential amounts aforesaid, then the entire assets of the corporation available for distribution to stockholders shall be distributed ratably among the holders of the then outstanding shares of such preferred stock.

"(6) No holder of shares of the preferred stock, without par value, of the corporation shall have the right to require the corporation to convert or exchange such shares into or for other shares or securities of the corporation, except by agreement of the corporation to do so.

"(7) All or any number of the shares of the preferred stock, without par value, of the corporation shall be redeemable by the corporation as of any quarterly dividend date (which shall be the effective date of redemption), at a cash price of One Hundred and No/100 ($100.00) Dollars per share, plus any then accrued unpaid quarterly cash dividends, and any then accrued interest thereon, and including the quarterly cash dividend payable as of the effective date of redemption of any such shares to be redeemed. Any such redemption shall be effected as follows: (a) The Board of Directors shall, by majority vote, at any annual or special meeting of the Board duly called, at which a quorum is present, authorize and direct such redemption to be made, specifying the terms and date of such redemption, which shall not be inconsistent with the terms of this [illegible] paragraph, and specifying which shares shall be redeemed; (b) the Secretary of the corporation shall thereafter give written notice which shall be sent by the United States mail, postage prepaid, to each holder of any of the then outstanding shares of such preferred stock whose shares of such stock, or a portion thereof, is being redeemed, at the last address of such stockholder as shown on the books of the corporation, specifying the number of shares of such preferred stock held by such stockholder which are called for redemption, which ones of his shares are to be redeemed, the redemption price and the effective date of redemption; (c) on or before such effective date of redemption, the corporation shall pay to such stockholder the redemption price of each share of such preferred stock of such stockholder so being redeemed, in exchange for the certificates evidencing such shares of such stock being endorsed and delivered to the corporation by such stockholder; provided, that if for any reason such exchange has not been made prior to the effective date of redemption, then the corporation shall, on the effective date of redemption, deposit in and to the name of such stockholder, shares of whose stock are being so redeemed, in a state or national bank or a federal savings and loan association, the redemption price of the shares of such preferred stock so redeemed, and shall notify such stockholder of the name and address of such depository, by written notice given by the Secretary of the corporation, which shall be sent by the United States mail, postage prepaid, to the last address of such stockholder as shown on the books of the corporation. Upon any such redemption being effected as hereinabove provided, all rights of such stockholders in, of, to or in any way connected with the shares of such preferred stock so redeemed, other than the right to such redemption price, plus any interest, if any, which may actually accrue thereon if same be placed in deposit as hereinabove provided, shall cease and terminate. The corporation shall not be required to redeem [illegible] shares pro rata [illegible] but shall be entitled to select, in its sole [illegible], which shares shall be redeemed.

[illegible] failure of any holder of shares [illegible] preferred stock, or of any of them, [illegible] any of his rights at any time [illegible] shall constitute a waiver by any [illegible] of his right to enforce any [illegible] thereafter, and each such [illegible] may not enforce such rights [illegible] waiving [illegible] prejudicing in any way [illegible] any of his rights [illegible] hereafter accrue."

[illegible], we, the undersigned, comprising the [illegible] Mills Incorporated of Ohio, apply [illegible] amendments [illegible] the certificate of [illegible], for the purposes herein shown.

[illegible] and seal of the corporation this 29th [illegible] August, 1966.

[illegible]
President

(SEAL)

Olan Mills II
Secretary

We, the undersigned, comprising a majority of the Board of Directors of Olan Mills Incorporated of Ohio, apply to the State of Tennessee for amendments to the certificate of Incorporation of said corporation, for the purposes herein shown.

WITNESS our signatures, this 29th day of August, 1966.

[illegible]
Director

Mary L. Mills
Director

[illegible]
Director

[illegible]
Director

Olan Mills II
Director

STATE OF ____________)
COUNTY OF ____________)

Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, the within named bargainors and officers, E. A. Coleman and Olan Mills, II, with whom I am personally acquainted, and who upon oath acknowledged to me that they are President and Secretary, respectively, of Olan Mills Incorporated of Ohio, the within named bargainor, a corporation, and that they as such President and Secretary, respectively, of said corporation, being authorized so to do, executed the foregoing certificate of amendments to the certificate of incorporation of said corporation for the purposes therein contained and expressed, by signing their names as President and Secretary, respectively, of said corporation, and acknowledged that they executed the same as their free act and deed, and caused the corporate seal to be affixed thereto, and that the statements contained in the foregoing certificate of amendments to the certificate of incorporation are true.

WITNESS my hand and Notarial Seal at office in Stark County, ____________, this 24th day of August, 1966.

____
Notary Public

My Commission expires January 27, 1969

STATE OF Tennessee)
)
COUNTY OF Hamilton)

Personally appeared before me, a Notary Public in and for the State and County aforesaid, the within named Mary S. Mills, Olan Mills, II, and C. G. Mills, directors of Olan Mills Incorporated of Ohio, with whom I am personally acquainted, and who stated and acknowledged that they, together with Charles G. Bates and S. L. Hutcheson, Jr., constitute a majority of the directors of said corporation and that as such directors they executed the within certificate of amendments to the certificate of incorporation of said corporation for the purposes therein contained and expressed and as their free act and deed, and that the statements contained in the foregoing certificate of amendments to the said certificate of incorporation are true.

WITNESS my hand and Notarial Seal at office in Hamilton County, Tennessee this 6 day of Sept, 1966.

Lillian Hallett
Notary Public

My Commission expires July 2, 1969

STATE OF TEXAS)
)
COUNTY OF DALLAS)

Personally appeared before me, a Notary Public in and for the State and County aforesaid, the within named Charles G. Bates and S. L. Hutcheson, Jr., directors of Olan Mills Incorporated of Ohio, with whom I am personally acquainted, and who stated and acknowledged that they, together with Mary S. Mills, Olan Mills, II, and C. G. Mills, constitute a majority of the directors of said corporation and that as such directors they executed the within certificate of amendments to the certificate of incorporation of said corporation for the purposes therein contained and expressed and as their free act and deed, and that the statements contained in the foregoing certificate of amendments to the certificate of incorporation are true.

WITNESS my hand and Notarial Seal at office in Dallas County, Texas, this 29th day of August 1966.

Notary Public

My Commission expires June 1967

I, JOE C. CARR, Secretary of State, do hereby certify that this amendment to charter, with certificate attached, the foregoing of which is a true copy, was this day registered and certified to by me. This the 14th day of September, 1966.

JOE C. CARR,

SECRETARY OF STATE

FEE: $122.50

State of Tennessee

Department of State

I, GENTRY CROWELL, Secretary of State of the State of Tennessee, do hereby certify that the annexed is a true and correct copy of the Charter of

OLAN MILLS INCORPORATED OF OHIO

which was recorded in this office on May 10, 1947 in Corporation Record Book Misc. A-7, Page 578 and amendment thereto;

September 14, 1966 P-51, Page 2708 Change of principal office and change in capital stock.

IN WITNESS WHEREOF, I have hereto affixed my signature and the Great Seal of the State, at Nashville, this 15th day of April in the year of our Lord nineteen hundred Eighty

Secretary of State

STATE OF TENNESSEE

CERTIFICATE OF INCORPORATION

Name. First. The name of this corporation is

OLAN MILLS INCORPORATED OF OHIO

Address. Second. The address of the principal office of this corporation in the State of Tennessee is 658 Georgia Avenue, in the City of Chattanooga, Hamilton County, Tennessee.

Business. Third. The general nature of the business to be transacted by this corporation shall be:

To engage in a photographic, portrait, picture and painting business; to make likenesses and representations of persons, places, landscapes, and objects and things of all kinds; to do commercial and aerial photography; to maintain studios; to deal in and with photographers', painters', and artists' supplies, materials and equipment; to print, develop, finish, mount and frame pictures and plates; to make enlargements of pictures; to make miniatures; to tint, paint or color prints and photographs; to deal in picture frames, folders, envelopes, mounts and cases of every descriptions; to manufacture, repair and deal in machinery, cameras, chemicals, oils, paints and all other aids, instruments and devices useful for the furtherance of the objects of this corporation; and to carry on the business of photography in all its branches, as principal, agent, or on commission, and as manufacturer, wholesaler or retailer.

To do any or all of the things herein set forth and all things usual, necessary or proper in furtherance of or incidental to said business to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.

IN GENERAL to carry on any other business in connection therewith, and to do all things not forbidden by the laws of the State of Tennessee, and with all the powers conferred upon corporations by the laws of the State of Tennessee.

But if this corporation shall undertake to do any of the things hereinabove set forth in any State other than Tennessee, in the District of Columbia, in any territory, colony, or dependency of the United States, or in any foreign country or in any colony or dependency thereof, then as to such jurisdictions and each of them this corporation shall be deemed to have such powers insofar only as such jurisdictions respectively permit corporations within their several respective jurisdictions to execute such powers.

Stock. Fourth. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of Common/Capital Stock of par value of One Hundred Dollars ($100.00) each.

Initial Capital. Fifth. The amount of capital with which this corporation will begin business shall be not less than One Thousand Dollars ($1,000.00), and when such amount so fixed shall have been subscribed for, all subscriptions of the stock of this corporation shall be enforcible and it may proceed to do business in the same manner and as fully as though the maximum number of shares authorized under the provisions of the preceding section hereof shall have been subscribed for.

Duration. Sixth. The time of existence of this corporation shall be perpetual.

Other Provisions. Seventh. This corporation shall enjoy and be subject to such benefits, privileges and immunities, restrictions, liabilities and obligations, as are provided for private corporations generally by the laws of the land and which are held applicable to corporations organized under the provisions of Chapter 90, Public Acts of the State of Tennessee for the year 1929, or such act as amended or modified.

We, the undersigned, apply to the State of Tennessee, by virtue of the laws of the land, for a Charter of Incorporation for the purposes and with the powers, etc., declared in the foregoing instrument.

WITNESS our hands this the 8th day of May, 1947.

Carl A. Swafford
Carl A. Swafford

Robert N. Chambliss
Robert N. Chambliss

Charles L. Claunch
Charles L. Claunch

STATE OF TENNESSEE)
)
COUNTY OF HAMILTON)

Personally appeared before me, M. L. McCauley, a Notary Public in and for said County and State, the within named incorporators, CARL A SWAFFORD, ROBERT N. CHAMBLISS and CHARLES L. CLAUNCH, with whom I am personally acquainted, and who acknowledged that they executed the within application for a Charter of Incorporation for the purposes therein contained and expressed.

WITNESS my hand and official seal at office in Chattanooga, Hamilton County, Tennessee, this 8th day of May, 1947.

M. L. McCauley
Notary Public

S E A L
My commission expires:
October 11, 1948

I, JOE C. CARR, Secretary of State, do certify that this Charter, with certificate attached, the foregoing of which is a true copy, was this day registered and certified to by me.

This 10th day of May, 1947.

JOE C. CARR,
Secretary of State

[illegible]ATE OF TENNESSEE

[illegible]IFICA[illegible] OF AMENDMENTS TO

[illegible]IFICA[illegible]E OF INCORPORATION OF

[illegible] MILLS INCORPORATED OF OHIO

We, [illegible] [illegible] and [illegible] Mills, II, President and Secretary, respectively, of [illegible] Mills Incorporated of Ohio, a [illegible] chartered and existing under the laws of the State of Tennessee, [illegible] hereby certify that [illegible] meeting of the Board of Directors of said [illegible], duly called and held, resolutions were duly [illegible] the amendments to the certificate of [illegible] of said [illegible] hereinbelow set forth, declaring the [illegible] of said amendments and calling for a special meeting of [illegible] entitled to vote for consideration [illegible], and that [illegible] special meeting of stockholders [illegible] said [illegible], duly called and held for such purpose at [illegible] of said [illegible] in Chattanooga, Tennessee, [illegible] representing a majority of the outstanding shares [illegible] of said [illegible] affirmatively voted for [illegible] amend the certificate of incorporation of said [illegible] follows:

> [illegible], that the certificate of incorporation [illegible] this [illegible] be, and the same hereby is amended by striking Paragraph Second therefrom in [illegible] entirety and substituting the following in place thereof:
>
> > "[illegible]. [illegible] address of the principal office of this corporation in the State of [illegible]ennessee is 1101 Carter [illegible] in the City of [illegible], [illegible] County, Tennessee."
>
> RESOLVED, that the certificate of incorporation of this corporation be, and the same hereby is amended by striking Paragraph Fourth therefrom in its entirety, and substituting the following in place thereof:
>
> > "[illegible]. The total number of shares [illegible] stock which the corporation shall be authorized to issue is 26,[illegible] shares, divided into [illegible],[illegible] shares of common stock having a par value of $1[illegible] share and 25,000 shares of preferred stock without nominal or par value.

"The description of the respective classes of stock, and the statement of the relative rights of the holders of stock of such classes, and the designations, preferences, voting powers, restrictions and qualifications of the respective classes of said stock shall be as follows:

"(1) The corporation shall be bound to pay to the holders of record of outstanding shares of the preferred stock, without par value, and such holders shall be entitled to receive, when, as, and if declared by the Board of Directors of the corporation, out of the surplus, if any, of the corporation, subject to any limitation prescribed by statute, fixed annual cash dividends in the amount of $[illegible] per share of preferred stock. Such cash dividends shall be payable quarterly on the first days of March, June, September and December, in each year, and shall be cumulative from the first day of the dividend period in which any such share is issued. In the event that any such quarterly cash dividend is not declared and paid within ten (10) days from the date on which it becomes payable, interest thereon shall accrue at the rate of 6% per annum from the date due until paid. No dividends shall be declared or paid by the corporation to the holders of common stock unless and until all quarterly cash dividends then currently payable to the holders of preferred stock, without par value, including any accumulated unpaid dividends and any interest then accrued on any such quarterly dividends, shall be paid in full.

"(2) Each holder of record of common stock of the corporation shall be entitled, except as hereinbelow otherwise provided, at each meeting of stockholders of the corporation and upon each proposal presented at any such meeting, to one (1) vote for each share of such common stock standing in the name of any such holder on the books of the corporation, and the holders of the preferred stock, without par value, except as hereinbelow otherwise provided or as otherwise provided by law, shall not be entitled to vote, nor shall they be entitled to participate in or receive notice of any such meeting

"(3) Notwithstanding the above, however, in the event that the corporation shall, at any time, fail for eight (8) consecutive quarters (computed as of the respective quarterly payment dates) to pay to the holders of the outstanding shares of preferred stock, without par value, all quarterly cash dividends payable on such preferred shares, together with all accrued interest thereon, [illegible] In the event that the corporation shall fail to comply with any of the other provisions of this Fourth paragraph, then the general voting rights and the right to participate in and receive notice of any stockholders meeting shall be automatically divested out of the holders of common shares and shall be vested instead in the holders of such preferred shares, with each of the latter holders being entitled to one (1) such vote for each share of such preferred stock standing in the name of the holder of such preferred share or shares on the books of the corporation, [illegible] preferred shares [illegible] be entitled, at a special meeting of the preferred shareholders duly called, by majority vote to remove any one or more or all of the then Directors of the corporation from the Board of Directors of the corporation and to replace such director or directors so removed with any other director or directors of their choice. Upon all then payable quarterly cash dividends, and all accrued interest thereon, being paid by the corporation to the holders of outstanding shares of the preferred stock, without par value, and upon all the other provisions of this Fourth paragraph being complied with, any and all voting rights then vested in the holders of such preferred shares as hereinabove provided shall then be divested out of such holders and revested in the holders of the outstanding shares of the common stock of the corporation until such time as eight (8) consecutive payments of such quarterly dividends or interest thereon shall become in arrears or until the corporation shall again fail to comply with any other provision of this Fourth paragraph. For purposes of this subparagraph (i) of this Fourth paragraph, in computing the number of consecutive quarters for which quarterly cash dividends or interest thereon have not been paid to the holders of outstanding shares of preferred stock, without par value, any payment of such dividends or interest by the corporation shall be applied first against the interest and then the dividends then accrued or payable for the longest period of time. During any time when the right to vote shall be vested in the holders of such preferred stock as hereinabove provided, any meeting of such preferred stockholders may be duly called, in addition to any other method provided by law, by any holder of any shares of such preferred stock who then holds ten (10) per centum or more of such preferred stock then issued and outstanding, by such holder giving notice in writing to the other holders of such preferred stock then outstanding, at least ten (10) days in advance of such meeting, of the time, date, place and purposes of such meeting so called.

"(4) During such time as any shares of preferred stock, without par value, of the corporation shall be issued and outstanding, the corporation shall not, except by affirmative vote or written consent of the holders of record of at least two-thirds in amount of the outstanding shares of such preferred stock:

"(a) Change the purposes for which the corporation is formed;

"(b) Dispose of the property and business of the corporation by sale, mortgage, consolidation, merger, lease or otherwise, substantially in its entirety;

"(c) Incur indebtedness at any time in an amount greater than seventy-five (75%) per centum of the net worth of the corporation; provided, that purchase money mortgages or other similar mortgages made by the corporation as mortgagor for purposes of acquiring real estate or tangible personal property or for purposes of financing the construction of any improvements to or on real estate of the corporation, not in excess of the fair cash market value of such property or improvements, shall be excepted from the limitations of this subsection (c) and of subsections (d) and (h) of Section (4) of this Fourth paragraph;

"(d) Mortgage or encumber more than seventy-five (75%) per centum in value of the property of the corporation;

"(e) Declare any stock dividends in shares of or rights to preferred stock;

"(f) Amend the certificate of incorporation so as to reduce the number of shares of preferred stock authorized and/or outstanding at any time, or so as to prejudice or change any of the preferences or other rights, whether future or accrued, of the holders of outstanding shares of preferred stock, without par value, whether such rights are provided for in this Fourth paragraph or otherwise;

"(g) Create any charge upon the net profits of the corporation which shall be detrimental to the rights of the holders of the outstanding shares of preferred stock;

"(h) Authorize or issue any shares of stock of the corporation, or any bonds, debentures or secured or unsecured notes of the corporation in any respect prior to or on a parity with the shares of preferred stock, without par value, provided herein; provided, that any loans made to the corporation by any licensed state or [illegible]tional bank or banking institution shall be excepted from the limitations [illegible] this subsection (h) of Section (4) [illegible] this Fourth paragraph;

"(i) [illegible]onsolidate or merge into or with any other corporation;

"(j) [illegible]ransfer or convey any of the [illegible]al property of the corporation.

[illegible]) In event of any dissolution, liqui[illegible]ation or winding up of the corporation, [illegible] then record holder of any outstanding [illegible] shares of preferred stock, with[illegible] par value, of the corporation shall be entitled to receive out of the assets available for distribution to stockholders, after payment of or adequate provision for [illegible] of the corporation, the [illegible] sums, before any distribution [illegible] be made to the holders of shares of [illegible] common stock of the corporation:

"(1) [illegible]ne Hundred ($100.00) Dollars [illegible] then outstanding share of pre[illegible] stock, without par value, then [illegible] by such holder of such share or shares [illegible] preferred stock; plus (2) all [illegible]hen cur[illegible] payable quarterly dividends, includ[illegible] any accumulated unpaid dividends, and [illegible] accrued interest thereon then unpaid, [illegible] is owing to such holder of such [illegible] shares of preferred stock;

[illegible] the event of any such distribution [illegible] available [illegible] the holders of shares [illegible] common stock, after the above dis[illegible] have been made to the holders [illegible] such preferred stock, then such holders [illegible] outstanding shares of the common [illegible] shall be entitled, to the exclusion [illegible] holders of shares of such preferred [illegible] share ratably in all the assets [illegible] corporation then remaining. If [illegible] dissolution or winding up of the [illegible]ration, the assets thus distributable [illegible] holders of the then outstanding [illegible] of such preferred stock shall be [illegible] to permit the payment to such [illegible] of the preferential amounts afore[illegible], then the entire assets of the cor[illegible] available for distribution to [illegible] shall be distributed ratably among the holders of the then outstanding shares of such preferred stock.

"(6) [illegible] holder of shares of the preferred stock, without par value, of the corpora[illegible] shall have the right to require the corporation to convert or exchange such shares into or for other shares or securi[illegible] of the corporation, except by agree[illegible]ment of the corporation to do so.

"(7) All or any number of the shares of the preferred stock, without par value, of the corporation shall be redeemable by the corporation as of any quarterly dividend date (which shall be the effective date of redemption), at a cash price of One Hundred and 00/100 ($100.00) Dollars per share, plus any then accrued unpaid quarterly cash dividends, and any then accrued interest thereon, and including the quarterly cash dividend payable as of the effective date of redemption on any such shares to be redeemed. Any such redemption shall be effected as follows: (a) The Board of Directors shall, by majority vote, at any annual or special meeting of the Board duly called, at which a quorum is present, authorize and direct such redemption to be made, specifying the terms and date of such redemption, which shall not be inconsistent with the terms of this Fourth paragraph, and specifying which shares shall be redeemed; (b) the Secretary of the corporation shall thereafter give written notice which shall be sent by the United States mail, postage prepaid, to each holder of any of the then outstanding shares of such preferred stock whose shares of such stock, or a portion thereof, is being redeemed, at the last address of such stockholder as shown on the books of the corporation, specifying the number of shares of such preferred stock held by such stockholder which are called for redemption, which ones of his shares are to be redeemed, the redemption price and the effective date of redemption; (c) on or before such effective date of redemption, the corporation shall pay to such stockholder the redemption price of each share of such preferred stock of such stockholder as is being redeemed, in exchange for the certificates evidencing such shares of such stock being endorsed and delivered to the corporation by such stockholder; provided, that if for any reason such exchange has not been made prior to the effective date of redemption, then the corporation shall, on the effective date of redemption, deposit in and to the name of such stockholder, shares of whose stock are being so redeemed, in a state or national bank or a Federal savings and loan association, the redemption price of the shares of such preferred stock so redeemed, and shall notify such stockholder of the name and address of such depository, by written notice given by the Secretary of the corporation, which shall be sent by the United States mail, postage prepaid, to the last address of such stockholder as shown on the books of the corporation. Upon any such redemption being effected as hereinabove provided, all rights of such stockholders in, of, to or in any way connected with the shares of such preferred stock so redeemed, other than the right to such redemption price, plus any interest, if any, which may actually accrue thereon if same be placed in deposit as hereinabove provided, shall cease and terminate. The corporation shall not be required to redeem [illegible] shares [illegible] rata [illegible] by lot but [illegible] shall be entitled to select, in its sole [illegible], which shares shall be redeemed.

[illegible] of any holder of shares [illegible] the preferred stock, or of any of them, [illegible] any of his rights at any time [illegible] shall constitute a waiver by any [illegible] of his right to enforce any [illegible] thereafter, and each such [illegible] may [illegible] enforce such rights [illegible] in any way [illegible] any of his rights [illegible] thereafter accrue."

[illegible], we, the undersigned, comprising the [illegible] Mills Incorporated of [illegible], apply [illegible] amendments [illegible] the certificate of [illegible], for the purposes herein shown.

[illegible] signatures and seal of the corporation this 24th [illegible] August, 1965.

[signature]
President

(SEAL)

[signature]
Secretary

We, the undersigned, comprising a majority of the [illegible] of Directors of [illegible] Mills Incorporated of Ohio, apply to the State of Tennessee for amendments to the certificate of incorporation of said corporation, for the purposes herein shown.

WITNESS our signatures, this 29th day of August, 1965.

[signature]
Director

Mary S. Mills
Director

[signature]
Director

[signature]
Director

[signature]
Director

STATE OF ________)
COUNTY OF ________)

Personally appeared before me, the undersigned, a Notary Public in and for the State and County aforesaid, the within named bargainors and officers, E. A. Coleman and Olan Mills, II, with whom I am personally acquainted, and who upon oath acknowledged to me that they are President and Secretary, respectively, of Olan Mills Incorporated of Ohio, the within named bargainor, a corporation, and that they as such President and Secretary, respectively, of said corporation, being authorized so to do, executed the foregoing certificate of amendments to the certificate of incorporation of said corporation for the purposes therein contained and expressed, by signing their names as President and Secretary, respectively, of said corporation, and acknowledged that they executed the same as their free act and deed, and caused the corporate seal to be affixed thereto, and that the statements contained in the foregoing certificate of amendments to the certificate of incorporation are true.

WITNESS my hand and Notarial Seal at office in Stark County, ________, this 24th day of August, 1966.

Notary Public

My Commission expires January 27 1969

STATE OF Tennessee)
)
COUNTY OF Hamilton)

Personally appeared before me, a Notary Public in and for the State and County aforesaid, the within named Mary S. Mills, Olan Mills, II, and C. G. Mills, directors of Olan Mills Incorporated of Ohio, with whom I am personally acquainted, and who stated and acknowledged that they, together with Charles G. Bates and S. L. Hutchinson, Jr., constitute a majority of the directors of said corporation and that as such directors they executed the within certificate of amendments to the certificate of incorporation of said corporation for the purposes therein contained and expressed and as their free act and deed, and that the statements contained in the foregoing certificate of amendments to the said certificate of incorporation are true.

WITNESS my hand and Notarial Seal at office in Hamilton County, Tennessee this 6 day of Sept 1966.

William Hallett
Notary Public

My Commission expires July 2, 1969

STATE OF TEXAS)
)
COUNTY OF DALLAS)

Personally appeared before me, a Notary Public in and for the State and County aforesaid, the within named Charles G. Bates and S. L. Hutcheson, Jr., directors of Olan Mills Incorporated of Ohio, with whom I am personally acquainted, and who stated and acknowledged that they, together with Mary S. Mills, Olan Mills, II, and C. G. Mills, constitute a majority of the directors of said corporation and that as such directors they executed the within certificate of amendments to the certificate of incorporation of said corporation for the purposes therein contained and expressed and as their free act and deed, and that the statements contained in the foregoing certificate of amendments to the certificate of incorporation are true.

WITNESS my hand and Notarial Seal at office in Dallas County, Texas, this 29th day of August 1966.

Notary Public

My Commission expires June 1967

I, JOE C. CARR, Secretary of State, do hereby certify that this amendment to charter, with certificate attached, the foregoing of which is a true copy, was this day registered and certified to by me. This the 14th day of September, 1966.

JOE C. CARR,

SECRETARY OF STATE

FEE: $122.50