

State of Idaho

Department of State.

CERTIFICATE OF AUTHORITY OF

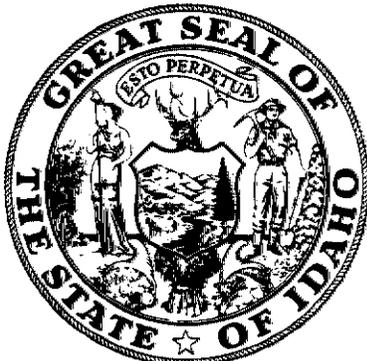
FOTOMAT CORPORATION

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

Dated

May 30, 1989



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

A handwritten signature in cursive script, appearing to be "L. H. ...".
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

RECEIVED
 SEC. STATE
 JULY 30 AM 9 07

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 Fotomat Corporation

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 state of Delaware

4. The date of its incorporation is July 8, 1988 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 229 South State Street, Dover, Delaware 19901

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 _____
 c/o The Prentice-Hall Corporation System, Inc.,
 877 Main Street, Boise, Idaho 83702-5858, and the name of its proposed registered agent in Idaho at that address is The Prentice-Hall Corporation System, Inc.

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Sale of photofinishing and photographic merchandise.

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

| Name | Office | Address |
|-------------------------|------------------|--|
| <u>Minoru Yoshimura</u> | <u>Director</u> | <u>205 Ninth St. North St. Petersburg, FL 33701</u> |
| <u>Tomiji Uematsu</u> | <u>Director</u> | <u>26-2 Nishishinjuku 1-Chome Shinjuku-ku, Tokyo 160 Japan</u> |
| <u>Stanley M. Vik</u> | <u>Sr. V.P.</u> | <u>205 Ninth St. North St. Petersburg, FL 33701</u> |
| <u>Donald F. Devine</u> | <u>Secretary</u> | <u>599 Lexington Ave New York, NY 10022</u> |

Commission Expires May 31, 1991
 Not Valid for Renewal Without Filing
 NOTICE TO THE PUBLIC
 Idaho Public Service Commission

(continued on reverse)

Name

Office

Address

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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: March 13, 1989

Fotomat Corporation

(Corporation Name)

By Stanley M. Vito
 Its ~~President~~ Vice President (please specify)
 SENIOR

and Ronald F. Devine
 Its Secretary/ ~~Assistant Secretary~~ (please specify)

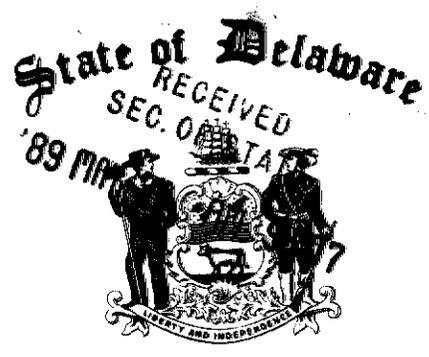
STATE OF New York)
) ss:
 COUNTY OF New York)

I, Stephanie Rudolph, a notary public, do hereby certify that on this 1st day of March, 19 89, personally appeared before me Donald F. Devine, who being by me first duly sworn, declared that ~~she~~ is the Secretary of Fotomat Corporation

that ~~she~~ signed the foregoing document as Secretary of the corporation and that the statements therein contained are true.

Stephanie Rudolph
 Notary Public

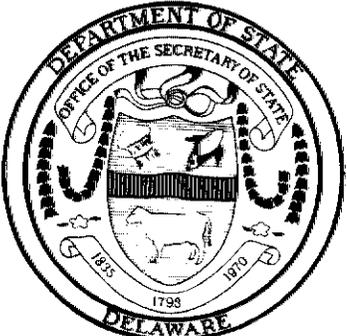
STEPHANIE RUDOLPH
 Notary Public, State of New York
 No. 31-4800710
 Qualified in New York County
 Commission Expires May 31, 1992



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY FOTOMAT CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

| | | | | | | | | |



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Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: |2124067
DATE: 03/31/1989