



Department of State.

**CERTIFICATE OF AUTHORITY
OF**

FOX PHOTO, INC.

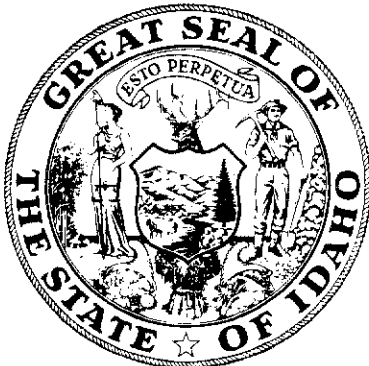
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of **FOX PHOTO, INC.**

_____ 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 **FOX PHOTO, INC.**

to transact business in this State under the name **FOX PHOTO, INC.**
_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated **February 24, 1987**



Pete T. Cenarrusa

SECRETARY OF STATE

Judith M. ...

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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 FOX PHOTO, INC.

2. The name which it shall use in Idaho is Fox Photo, Inc.

(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 Delaware

4. The date of its incorporation is March 20, 1984 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 c/o The Corporation Trust Company
1209 Orange St, Wilmington, Del. 19801

6. The address to which correspondence should be addressed, if different from that in item 5.

8750 Tesoro Dr., San Antonio, Texas 78286

7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701

, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

- SEE ATTACHED RIDER -

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

Name

Office

Address

- SEE ATTACHED RIDER -

(continued on reverse)

Name	Office	Address

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: January 27, 1987

FOX PHOTO, INC.

(Corporation Name)

By

John L. Brack, Jr., Its ~~President~~ Senior Vice President, Sr. V.P.

and

James M. Grant, Its Secretary / ~~Assistant Secretary~~ (please specify)

STATE OF TEXAS)

COUNTY OF BEXAR) ss:

I, Donna Tolbert, a notary public, do hereby certify that on this 27th day of January, 19 87, personally appeared before me John L. Brack, Jr., who being by me first duly sworn, declared that ☒ he is the Senior Vice Pres. of FOX PHOTO, INC.

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

Donna Tolbert

Notary Public

My commission expires: 1-20-88

- (1) "To purchase and sell goods, wares and merchandise, including, without limitation, photographic equipment and supplies of all kinds; to repair and service photographic equipment and supplies, and other goods, wares and merchandise sold or offered for sale; to process, develop and finish film; and to take, process, develop and finish photographs of people and objects, and to operate studios therefor;
- (2) "To purchase, lease hire or otherwise acquire, hold, own, construct, erect, improve, manage, operate and in any manner dispose of, and to aid and subscribe toward the acquisition, construction or improvement of plants, mills, factories, works, buildings, machinery, equipment and facilities, any other property or appliances which may appertain to or be useful in the conduct of the business of the corporation;
- (3) "To acquire, in a lawful manner, the whole or any part of the good will, rights, property and business of any person, firm, association or corpora on heretofore or hereafter engaged in any lawful business which the corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such persons, firm, association or corporation; and
- (4) "To apply for, obtain, purchase or otherwise acquire any patents, copyrights, license, trade-marks, trade-names, copyrights, process, formulas, and the like, which may seem capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same."

OFFICERS

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Chairman of the Board	Carl D. Newton, Jr.	c/o 8750 Tesoro Drive, San Antonio, TX
President	Carl D. Newton, III	210 El Rancho Way, San Antonio, TX
Senior Vice President	Michael J. Kelly	418 Countrywood Dr., San Antonio, TX
Senior Vice President	Gary Greenberg	8606 Bold Forbes, Boerne, TX
Senior Vice President, Treasurer & Asst. Sec.	John L. Brack, Jr.	19910 Park Ranch, San Antonio, TX
Senior Vice President	Pat LeMay Burr	119 Park Drive, San Antonio, TX
Senior Vice President & Controller	Richard M. Finkbeiner	13130 Hunters Brook, San Antonio, TX
Vice Pres. & Secretary	James M. Grant	11606 Lida Rose, San Antonio, TX
Vice President	Edwin C. Honeck	10323 Grenadier Way, San Antonio, TX
Director	Gary P. Van Graafeiland	3435 State Street, Rochester, New York 14650

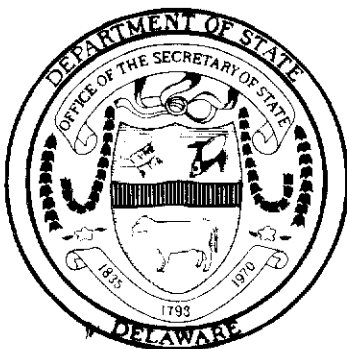


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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY FOX PHOTO, INC. 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, Secretary of State

AUTHENTICATION: 11086459

DATE: 01/20/1987