



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

AM-PM PHOTO / CAMERA FASHIONS, INC.

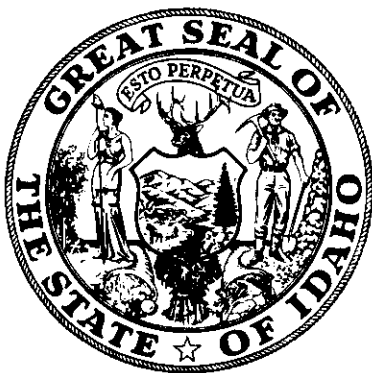
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

AM-PM PHOTO / CAMERA FASHIONS, INC.

,
duly signed 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
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated July 31, 19 81.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION
OF
AM-PM PHOTO / CAMERA FASHIONS, INC.

WE, THE UNDERSIGNED natural persons of the age of eighteen years or more and citizens of the United States acting as incorporators under the Idaho Business Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is:
"AM-PM Photo / Camera Fashions, Inc."

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSES

The corporation is formed for these purposes:

- (a) To operate a photography and portraiture business, including, but not limited to, portraiture, photographic processing and sales, commercial and aerial photography
- (b) To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle, on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build,

construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways deal in and with the property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property, and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, minerals, oil, gas and water rights, all or part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all the rights, powers, privileges, and immunities of individual owners or holders thereof.

- (c) To hire and employ agents, servants, employees, and independent contractors and to enter into agreements of employment and contracts for services.
- (d) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.
- (e) To let contracts and concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

- (f) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may be deemed, directly or indirectly, to improve the interests of this corporation, and to do all things, and to have and exercise all power conferred or permitted by law.
- (g) The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no ways limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of the aforesaid general powers.

ARTICLE IV - SHARES

The aggregate number of shares which this corporation shall have authority to issue is Fifty (50) shares at no par value. All of the stock of the corporation shall be common. The Board of Directors or the shareholders may adopt bylaws restraining the alienation of shares and providing for the purchase or redemption by the corporation of its shares.

The authorized and treasury stock of the corporation may be issued at such time, upon such terms and conditions, and for such consideration as the Board of Directors shall determine.

ARTICLE V - PRE-EMPTIVE RIGHTS

The shareholders shall have pre-emptive rights to acquire additional shares of the corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The location and post office address of the corporation's initial registered office is 920 East Clark, Pocatello, Idaho 83201. The name of the initial registered agent at such address is Dewey V. Doss, Jr..

ARTICLE VII - ORIGINAL DIRECTORS

The number of Directors constituting the initial Board of Directors of this corporation shall be two (2). The names and residence addresses of persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualified are:

Dewey V. Doss, Jr.
849 Berryman Road
Pocatello, Idaho 83201

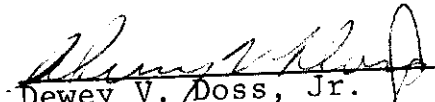
Velma M. Doss
849 Berryman Road
Pocatello, Idaho 83201

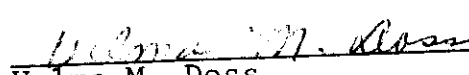
ARTICLE VIII - COMMON DIRECTORS - TRANSACTIONS

No contract or other transaction between this corporation and one or more of its directors or any other person, partnership, corporation, firm, association or entity in which one or more of this corporation's directors are directors or officers or are financially interested,

shall be either void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof in which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose and each such director of this corporation is hereby released from liability which might otherwise exist from such contract if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract; or (b) the transaction is approved by sufficient vote or consent without counting the votes or consents of such interested director; or (c) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (d) the contract or transaction is fair and reasonable to the corporation. If the fact of such relationship or interest is known then the common or interested director may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction.


IN WITNESS WHEREOF we hereunto sign and verify in duplicate these Articles of Incorporation.

 17-24-81
Dewey V. Doss, Jr. / Date
920 East Clark
Pocatello, Idaho 83201

 17-24-81
Velma M. Doss / Date
920 East Clark
Pocatello, Idaho 83201

STATE OF IDAHO)
) ss.
BANNOCK COUNTY)

I, the undersigned Notary Public, hereby certify that on the 24 day of July, 1981, Dewey V. Doss, Jr., and Velma M. Doss personally appeared before me, and being first duly sworn, declared that they were the persons who signed the foregoing Articles of Incorporation and that the statements therein contained are true.


NOTARY PUBLIC FOR IDAHO
Residing at Pocatello

(Seal)