

State of Idaho

Department of State

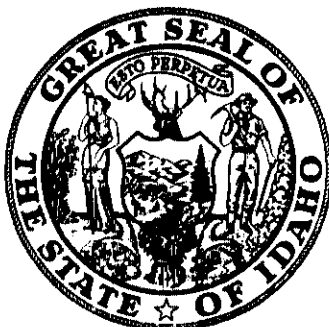
CERTIFICATE OF INCORPORATION OF

RBJ PROPERTIES, 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 the above named corporation, 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: October 26, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]*

ARTICLES OF INCORPORATION
OF

Oct 26 2 12 PM '93
SECRETARY OF STATE

RBJ PROPERTIES, INC.

The undersigned natural persons of the age of eighteen years or older, acting as incorporators of RBJ Properties, Inc., under the Idaho Business Corporation Act, adopt the following articles of incorporation:

ARTICLE I

NAME

The name of this Corporation is "RBJ Properties, Inc."

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Idaho Business Corporation Act.

This Corporation shall be authorized to own and operate photo finishing laboratories both within and without the State of Idaho.

ARTICLE IV

CAPITALIZATION

This Corporation shall have authority to issue an aggregate of one hundred thousand (100,000) shares of no par value common stock. Each share of Common stock will have one vote with equal rights to distributions, and equal rights to the net assets of the Corporation upon liquidation.

ARTICLE V

PREEMPTIVE RIGHTS

This Corporation elects to have preemptive rights.

ARTICLE VI

CUMULATIVE VOTING

This Corporation elects to have no cumulative voting by shareholders for directors.

ARTICLE VII

INITIAL OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Randall McCrea. The address of the initial registered agent is:

5225 Marcliffe Ave.
Boise, Idaho 83704

ARTICLE VIII

DIRECTORS

The initial board of directors of the Corporation shall consist of two (2) directors. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Randall McCrea	5225 Marcliffe Ave. Boise, Idaho 83704
Bonnie McCrea	5225 Marcliffe Ave. Boise, Idaho 83704

ARTICLE IX

INCORPORATORS

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Randall McCrea	5225 Marcliffe Ave. Boise, Idaho 83704
Bonnie McCrea	5225 Marcliffe Ave. Boise, Idaho 84704

ARTICLE X

ELIMINATION OF PERSONAL LIABILITY OF DIRECTORS

The directors of this Corporation are not liable to the Corporation or to its shareholders for monetary damages arising from a breach of fiduciary duty or for any action taken or any failure to take any action as a director, except:

- (a) for any breach of the director's duty of loyalty to the Corporation or its shareholders;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) as provided in Idaho Code § 30-1-48; or
- (d) for any transaction from which the director derived an improper personal benefit.

ARTICLE XI

LIMITED LIABILITY FOR SHAREHOLDERS

The private property of the shareholders shall not be subject to the payment of corporate debts of this Corporation to any extent whatever.

DATED this 26th day of October, 1993.

INCORPORATORS:

Randall McCrea
Randall McCrea, Incorporator

Bonnie McCrea
Bonnie McCrea, Incorporator

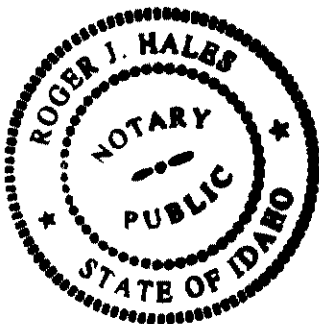
The undersigned hereby acknowledges and accepts appointment as registered agent in the foregoing articles of incorporation.

Randall McCrea
Randall McCrea
Registered Agent

STATE OF IDAHO)
 : ss.
County of Ada)

On this 26th day of October, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared Randall McCrea, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Roger J. Hales
NOTARY PUBLIC
Residing at Boise, Idaho
Commission Expires: 7/26/99

ARTICLES OF INCORPORATION - 4.

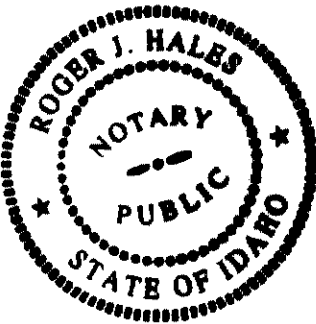
STATE OF IDAHO)

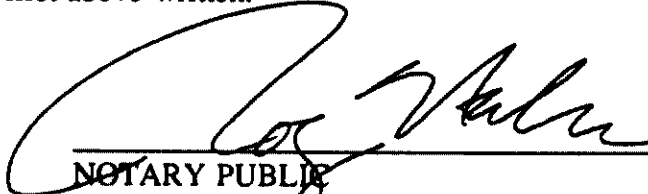
: ss.

County of Ada)

On this 26th day of October, 1993, before me, the undersigned, a Notary Public in and for said State, personally appeared Bonnie McCrea, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.





NOTARY PUBLIC
Residing at Boise, Idaho
Commission Expires: 7/26/99

3634B*04.A28

ARTICLES OF INCORPORATION - 5.