

State of Idaho

Department of State

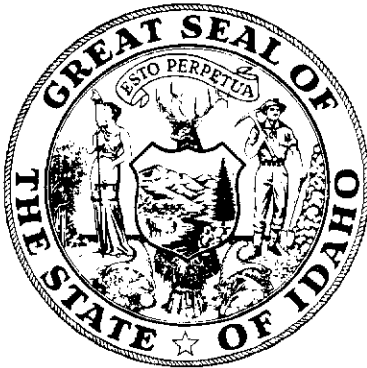
CERTIFICATE OF AUTHORITY OF

PORTRAIT INDUSTRIES CORPORATION

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

Dated May 26, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Judith Matthews

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 PORTRAIT INDUSTRIES 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 Delaware

4. The date of its incorporation is December 30, 1986 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 The Corporation Trust Company Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801

6. The address to which correspondence should be addressed, if different from that in item 5. 2400 Presidents Drive, Montgomery, AL 36116

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

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

Name	Office	Address
<u>George M. Ward</u>	<u>Director</u>	<u>266 Suffolk Rd., Mobile AL 36608</u>
<u>Eddie O. Nabors</u>	<u>Director</u>	<u>3318 Highridge Ct., Montgomery, AL 36111</u>
<u>Richard J. Grassgreen</u>	<u>Director</u>	<u>2330 Hawthorne Dr., Montgomery, AL 36111</u>
<u>Charles B. Paterson</u>	<u>Director</u>	<u>2611 Fernway Dr., Montgomery, AL 36111</u>
<u>George M. Ward</u>	<u>President</u>	<u>266 Suffolk Rd., Mobile, AL 36608</u>
<u>Eddie O. Nabors</u>	<u>Vice President/ Asst. Secretary</u>	<u>3318 Highridge Ct., Montgomery, AL 36111</u>

(continued on reverse)

Name	Office	Address
Richard J. Grassgreen	Secretary/ Treasurer	2330 Hawthorne Dr., Montgomery, AL 36111
Charles B. Paterson	Asst. Secretary	2611 Fernway Dr., Montgomery, AL 36111

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: May 5, 1987

PORTRAIT INDUSTRIES CORPORATION
(Corporation Name)

By Eddie O. Nabors
Its ~~President~~/ Vice President (please specify)

and [Signature]
Its Secretary/Assistant Secretary (please specify)

STATE OF Alabama)
) ss:
COUNTY OF Montgomery)

I, LURA F WARD, a notary public, do hereby certify that on this 5th day of May, 19 87, personally appeared before me EDDIE O. NABORS, who being by me first duly sworn, declared that (s)he is the VICE PRESIDENT of PORTRAIT INDUSTRIES CORPORATION

that (s)he signed the foregoing document as VICE PRESIDENT of the corporation and that the statements therein contained are true.

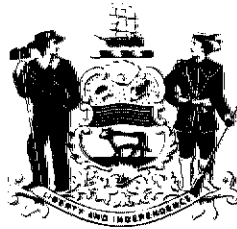
MY COMMISSION EXPIRES:
FEB. 25, 1991

Lura F Ward
Notary Public

PURPOSES

(a) To offer and provide photography and publishing services, including the manufacturing and finishing of photographs and portraits, and other related services, and to engage in a franchise marketing program, selling franchises for the operation of business rendering such services;

(b) to engage in any lawful act or activity for which corporations may be organized.

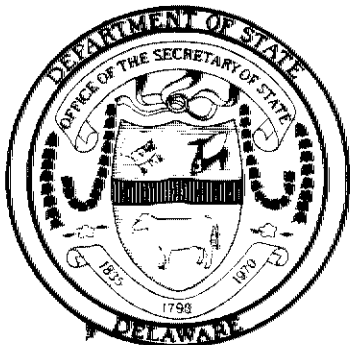


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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY PORTRAIT INDUSTRIES 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: 11236231

DATE: 05/14/1987