



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

BROADWAY 1-HOUR PHOTO, 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: **February 13, 1991**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

FEB 13 4 31 PM '91
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
BROADWAY 1-HOUR PHOTO, INC.

KNOW ALL MEN BY THESE PRESENTS that these Articles of Incorporation have been executed by the undersigned for the purpose of forming a general business corporation in the State of Idaho under the Idaho Business Corporation Act.

ARTICLE I

Name

The name of the corporation is BROADWAY 1-HOUR PHOTO, INC.

ARTICLE II

Duration

The Corporation shall have perpetual existence.

ARTICLE III

Purposes

The nature of the business of the Corporation and the objects and purposes to be transacted, promoted or carried on by it are: to transact any and all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the Corporation shall have authority to issue is One Thousand (1000) with no par value.

ARTICLE V

Registered Office and Agent

The registered office of the Corporation is 1611 Broadway Ave., Boise, Idaho, 83706. The registered agent at that address is STEPHEN GIESEL.

ARTICLE VI

Directors

The initial Board of Directors shall consist of one Director. The name and address of the person who is to serve as sole Director until the first annual meeting of Shareholders and until his successor is elected and qualified is as follows:

NAME

ADDRESS

STEPHEN GIESEL

1611 Broadway Ave.
Boise, ID 83706

ARTICLE VII

Incorporator

The name and address of each Incorporator is as follows:

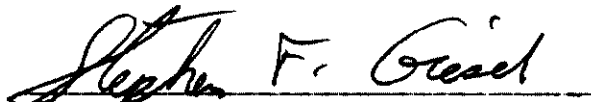
NAME

ADDRESS

STEPHEN GIESEL

1611 Broadway Ave.
Boise, ID 83706

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 13th day of February, 1991.


STEPHEN GIESEL