



CERTIFICATE OF INCORPORATION
OF

WESTERN 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: July 31, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zabala*

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ARTICLES OF INCORPORATION
OF
WESTERN PHOTO, INC.

The undersigned, acting as incorporators of a corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

- FIRST:** The name of the corporation is: Western Photo, Inc.
- SECOND:** The period of its duration is perpetual.
- THIRD:** The purpose or purposes for which the corporation is organized are: The transaction of a business and any or all other lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.
- FOURTH:** The aggregate number of shares which the corporation shall have authority to issue is 100,000. The shares shall be no par value.
- FIFTH:** The address of the initial registered office of the corporation is 1521 Lookout Drive, Coeur d'Alene, Idaho, and the name and address of its initial registered agent is: Norman R. See, 1521 Lookout Drive, Coeur d'Alene, Idaho.
- SIXTH:** The number of Directors shall be set by the By-Laws but the initial Board of Directors of the corporation shall be three (3) to seven (7), and 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:

<u>NAME</u>	<u>ADDRESS</u>
Norman R. See	1521 Lookout Drive Coeur d'Alene, ID 83814
Vince Broesch	East 11724 Montgomery Spokane, WA 99206

- SEVENTH:** The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Norman R. See	1521 Lookout Drive Coeur d'Alene, ID 88814
Janet Dee See	1521 Lookout Drive Coeur d'Alene, ID 88814

DATED this 26 day of July, 1991.




 Norman R. See



 Janet Dee See

STATE OF IDAHO)
) ss.
 County of Kootenai)

I, Robert J. Fasunich, a Notary Public, do hereby certify that on this 26 day of July, 1991, personally appeared before me Norman R. See and Janet Dee See, who, being by me first duly sworn, declared that they signed the foregoing document, and that the statements therein contained are true.



 Notary for the State of Idaho
 Residing at Coeur d'Alene ID
 Commission Expires: 5/23/94