



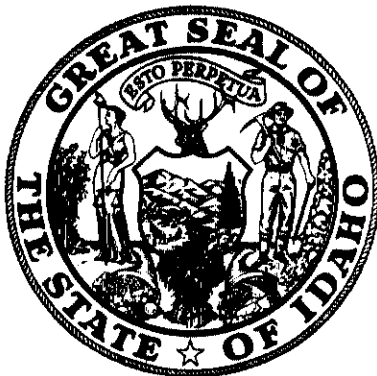
**CERTIFICATE OF INCORPORATION
OF**

MERIDIAN 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 02, 1990



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Elizabeth M. Zalsala*

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ARTICLES OF INCORPORATION

OF

MERIDIAN 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:

ARTICLE I

NAME: The name of the corporation is MERIDIAN PHOTO, INC.

ARTICLE II

DURATION: The period of its duration is perpetual.

ARTICLE III

PURPOSES: The purposes for which the corporation is organized are:

1. To develop, print, tone, finish, mount, and frame films, plates, and pictures for others. To deal in photographic materials and supplies.

2. To engage in the transaction of any or all other lawful business for which corporations may be incorporated under the provisions of Chapter 1, Title 30 of the Idaho Code and any amendments thereto.

ARTICLE IV

STOCK: The aggregate number of shares which the corporation shall have authority to issue is 25,000. Said stock shall be of one class designated as common stock with a par value of \$10.00 per share.

ARTICLE V

PREEMPTIVE RIGHTS: There are no provisions denying preemptive rights.

GIGRAY, MILLER & DOWNEN
ATTORNEYS AT LAW
ONE AND DEARBORN STS. - P.O. BOX 444
TULSA, OKLA. 74101-0444
CADDWELL, IDAHO 83400-0444

ARTICLE VI

INTERNAL AFFAIRS: There are no provisions for the regulation of the internal affairs of the corporation.

ARTICLE VII

REGISTERED OFFICE AND REGISTERED AGENT: The address of the initial registered office of the corporation is 910 East First, Meridian, Idaho 83642 and the name of its initial registered agent is, Lawrence E. Jones, at such address.

ARTICLE VIII

DIRECTORS: The number of directors constituting the initial board of directors of the corporation is two 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 shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Richard E. Gray	17645 Madison Nampa, ID 83687
Lawrence E. Jones	1495 Lowry Street Meridian, ID 83642

ARTICLE IX

INCORPORATORS: The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Richard E. Gray	17645 Madison Nampa, ID 83687
Lawrence E. Jones	1495 Lowry Street Meridian, ID 83642

Dated this 28th day of June, 1990.

Richard E. Gray
Richard E. Gray

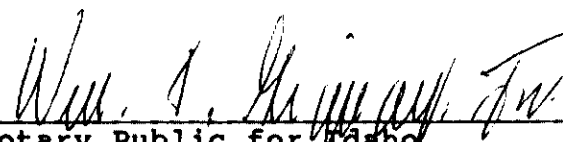
Lawrence E. Jones
Lawrence E. Jones

GIGRAY, MILLER & DOWNEN
ATTORNEYS AT LAW
SUITE AND DEARBORN STS. - P.O. BOX 444
TELEPHONE 266-4444
CALDWELL, IDAHO 83406-4444

1 STATE OF IDAHO)
2 County of Canyon) ss.

3 On this 28th day of June, 1990, before me, the
4 undersigned, a Notary Public in and for said State, personally
5 appeared RICHARD E. GRAY and LAWRENCE E. JONES, known to me to be
6 the persons whose names are subscribed to the within instrument,
7 and acknowledged to me that they executed the same.

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

11 
12 Notary Public for Idaho
13 Residing at Caldwell, Idaho
14 My Commission Expires 5-15-92