

State of Idaho

Department of State

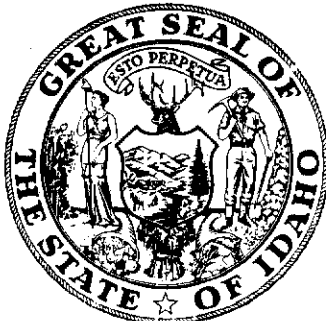
CERTIFICATE OF INCORPORATION OF

PORTRAITS, INC.
File number C 117643

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: December 30, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Alisa Hartley*

DEC 30 3 22 PM '96

ARTICLES OF INCORPORATION
SECRETARY OF STATE
STATE OF IDAHO

OF

PORTRAITS, INC.

* * * * *

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being a natural citizen of full age and a citizen of the United States of America, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general laws of the State of Idaho, does hereby certify as follows:

ARTICLE I

The name of the Corporation shall be **PORTRAIT S, INC.**

ARTICLE II

The Corporation's purposes are: To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to have and to exercise all powers conferred by the laws of the State of Idaho on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

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ARTICLE III

The Corporation is to have perpetual existence.

ARTICLE IV

The location and post office address of the Corporation's registered office in this state shall be: 2369 Addison Ave. E., Twin Falls, Idaho, 83301. That Alan Davis shall be the registered agent, whose address is 2369 Addison Ave. E., Twin Falls, Idaho, 83301

ARTICLE V

The total number of shares which the Corporation is authorized to issue is 1000 shares. Said stock shall be no par value stock.

ARTICLE VI

The name and post office address of the incorporators and the number of shares subscribed by them are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
ALAN DAVIS	617 Concordia Circle Twin Falls, ID 83301	50
GEANA DAVIS	617 Concordia Circle Twin Falls, ID 83301	50

The above named incorporators shall also be the initial Directors.

ARTICLE VII

The Board of Directors shall consist of two Directors. During the term of their office, or thereafter, the number of Directors shall be increased or decreased from time to time as provided by the By-Laws; provided, however, that the Board of Directors shall not be more than four or less than one.

The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors shall be elected and qualified are as follows:

ALAN DAVIS 617 Concordia Circle
Twin Falls, ID 83301

GEANA DAVIS 617 Concordia Circle
Twin Falls, ID 83301

ARTICLE VIII

The power to appeal and amend the By-Laws and adopt new By-Laws is hereby conferred upon the Directors, as well as on the shareholders, to be exercised by such vote of the Directors or of the allotted shares, as the case may be; provided, however, not less than a majority thereof as may be fixed by the By-Laws.

ARTICLE IX

The authorized and treasury stock of this corporation may be issued at such time, upon such terms and conditions and for such consideration that the Board of Directors shall determine.

ARTICLE X

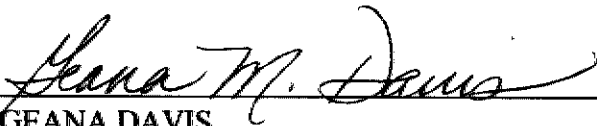
No contract or other transaction between the corporation or any other corporation, whether or not a majority of the shares of the capital stock of such corporation is owned by the corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any Director individually may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation and any

Director of the corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors or the company which shall authorize such contract or transaction and may vote thereon to authorize such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation and not so interested.

IN WITNESS WHEREOF, We have hereunto set our hands and seals this 30th
day of December, 1996.



ALAN DAVIS



GEANA DAVIS