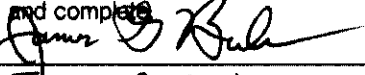


No. J30073	Idaho Corporation Annual Report Form Due No Later Than November 1, 1988	2. Registered Agent and Office																														
Return To Secretary of State Room 203, Statehouse Boise, ID 83720 OCT 24 1988 10 18	1. Mailing Address — Please Correct 080073 PORTRAIT WORLD, INC. TAX ADMINISTRATION 205 9TH STREET NORTH ST. PETERSBURG, FLORIDA 33701	PRENTICE-HALL CORP SYSTE 999 MAIN, ONE CAPITAL CT BOISE, IDAHO 83702 3. Incorporated Under The Laws ENTERED of OCT 24 1988 STATE OF CALIFORNIA																														
4. Names and Addresses of Officers and Directors																																
	<table border="1"> <thead> <tr> <th data-bbox="475 405 530 426">Name</th> <th data-bbox="745 405 954 426">Street or P.O. Address</th> <th data-bbox="1174 405 1219 426">City</th> <th data-bbox="1367 405 1417 426">State</th> <th data-bbox="1483 405 1516 426">Zip</th> </tr> </thead> <tbody> <tr> <td data-bbox="376 444 558 476">President: Larry J. Pyles</td> <td data-bbox="756 444 1020 476">305 Muller North</td> <td data-bbox="1136 444 1252 476">Anaheim</td> <td data-bbox="1356 444 1400 476">CA</td> <td data-bbox="1466 444 1549 476">92803</td> </tr> <tr> <td data-bbox="376 487 607 519">Secretary: James G. Brehm</td> <td data-bbox="756 487 1087 519">205 Ninth Street North</td> <td data-bbox="1153 487 1318 519">St. Petersburg</td> <td data-bbox="1356 487 1400 519">FL</td> <td data-bbox="1466 487 1549 519">33701</td> </tr> <tr> <td data-bbox="376 529 624 561">Directors: Minoru Yoshimura</td> <td data-bbox="756 529 1103 561">205 Ninth Street North</td> <td data-bbox="1153 529 1318 561">St. Petersburg</td> <td data-bbox="1356 529 1400 561">FL</td> <td data-bbox="1466 529 1549 561">33701</td> </tr> <tr> <td data-bbox="376 572 591 604">Larry J. Pyles</td> <td data-bbox="756 572 1020 604">305 Muller North</td> <td data-bbox="1136 572 1252 604">Anaheim</td> <td data-bbox="1356 572 1400 604">CA</td> <td data-bbox="1466 572 1549 604">92803</td> </tr> <tr> <td data-bbox="376 614 607 646">Tomuji Uematsu</td> <td data-bbox="756 614 1136 689">Shinjuku, Nemura Bldg No. 26-2, Nishishinjuku 1-chome</td> <td data-bbox="1169 614 1252 646">Tokyo</td> <td data-bbox="1351 614 1450 646">Japan</td> <td></td> </tr> </tbody> </table>	Name	Street or P.O. Address	City	State	Zip	President: Larry J. Pyles	305 Muller North	Anaheim	CA	92803	Secretary: James G. Brehm	205 Ninth Street North	St. Petersburg	FL	33701	Directors: Minoru Yoshimura	205 Ninth Street North	St. Petersburg	FL	33701	Larry J. Pyles	305 Muller North	Anaheim	CA	92803	Tomuji Uematsu	Shinjuku, Nemura Bldg No. 26-2, Nishishinjuku 1-chome	Tokyo	Japan		
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5. Nature of Business Film processing and portraits	6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete. Signature <input checked="" type="checkbox"/>  Name (Typed or Printed) James G. Brehm Date 10/21/88 Title Secretary																															