

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

ALL SPORTS ACTION 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: January 25, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Taylor*

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ARTICLES OF INCORPORATION SECRETARY OF STATE

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KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned being persons of full age and being citizens of the United States, in order to form a corporation for the purposes hereinafter stated, pursuant to the Business Corporation Act of Idaho, do hereby certify that:

FIRST: The name of the corporation is ALL SPORTS ACTION PHOTO, INC.

SECOND: The purposes for which said corporation is formed is the business of photography and for any other lawful purpose.

THIRD: The corporation is to have perpetual existence.

FOURTH: The corporation will do all banking transactions from the Farmers & Merchants State Bank, Meridian, Idaho.

FIFTH: The location and address of the registered office of the corporation is 2612 Pleasanton, Boise, Idaho, 83702, and the name of its initial registered agent is at such address and is Gerald Stover.

SIXTH: The total authorized number of shares of common stock which the corporation shall have authority to issue is 10,000 shares, all of one class, no par value.

SEVENTH: The number of directors constituting the initial board of directors of the corporation is three (3), 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:

GERALD STOVER
President
2612 Pleasanton
Boise, Idaho 83702

GREG ENGLESBY
Secretary/Treasurer
1200 E. Wright
Boise, Idaho 83706

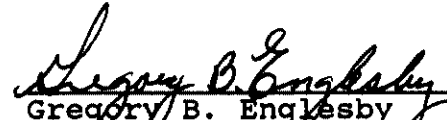
MATTHEW MITCHELL
Vice President
2684 N.W. 13th St.
Meridian, Idaho 83642

EIGHTH: This shall be considered as a Sub Chapter "S" corporation and shall remain so unless the board of directors and stockholders decide to change that status with a majority vote.

Dated: January 15, 1993.


Gerald Stover

Dated: January 15, 1993.


Gregory B. Englesby

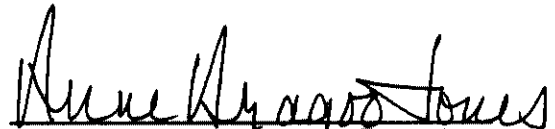
Dated: January 15, 1993.


Matthew Mitchell

STATE OF IDAHO)
) ss.
County of Ada)

On this 15 day of January 1993, before me the undersigned, a Notary Public for the State of Idaho, personally appeared GERALD STOVER, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

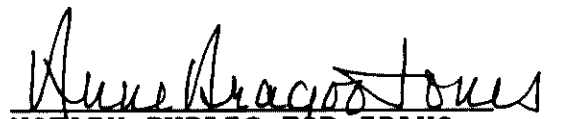
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


NOTARY PUBLIC FOR IDAHO
Residing at Boise, Idaho
Commission Expires: 5/26/94

STATE OF IDAHO)
) ss.
County of Ada)

On this 15 day of January, 1993, before me the undersigned, a Notary Public for the State of Idaho, personally appeared GREGORY B. ENGBLESBY, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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


NOTARY PUBLIC FOR IDAHO
Residing at Boise, Idaho
Commission Expires: 5/26/94


STATE OF IDAHO

County of Ada

)
) ss.
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On this 15 day of January, 1993, before me the undersigned, a Notary Public for the State of Idaho, personally appeared GREGORY B. ENGBESBY, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same.

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


NOTARY PUBLIC FOR IDAHO
Residing at Boise, Idaho
Commission Expires: 5/26/94