



Department of State

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

KINDERFOTO INTERNATIONAL, INC.

a corporation duly organized and existing under the laws of *North Carolina* has fully complied with Section 10 Article XI of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the *13th* day of *October* 1976, a properly authenticated copy of its articles of incorporation, and on the *18th* day of *October* 1976, a designation of *T.H. Fberle or J.R. Gil* in the County of *Ada* as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

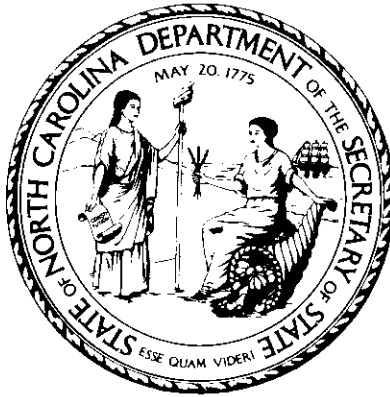
AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this *18th* day of *October*, A.D., 19 *76*.

Pete T. Cenarrusa
Secretary of State

Corporation Clerk

STATE OF NORTH CAROLINA



Department of The
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (23 sheets) to be a true copy of

CHARTER DOCUMENTS

OF

DUNBAR-STANLEY STUDIOS, INC.

(which is now KINDERFOTO INTERNATIONAL, INC.)

the original of which is now on file and a matter of record in this office.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this _____ **7th** **day**
of _____ **October** **in the year of our Lord 19** **76.**

Secretary of State

By
Deputy Secretary of State



ARTICLES OF INCORPORATION

OF

DUNBAR-STANLEY STUDIOS, INC.

I, the undersigned natural persons of the age of twenty-one years, do hereby associate ourselves into a business corporation under the laws of the State of North Carolina, as provided in Chapter 55 of the General Statutes of North Carolina, "The Business Corporation Act," and the several amendments thereto, to that end do hereby set forth:

The name of the Corporation is DUNBAR-STANLEY STUDIOS,

The term of duration of the Corporation shall be

The objects or purposes for which the Corporation is

to engage in, and carry on a general photographic business and to produce and manufacture pictures of persons, places, things and all other objects of pictures and photographs; to own and to lease land or plants for producing or manufacturing pictures, including but not restricted to developing, enlarging pictures and photographs; to own, lease, operate and maintain studios for producing pictures and photographs; to enter into contracts for taking pictures and photographs in other business establishments owned or operated by firms or corporations; to conduct a business in pictures, photographs and photographic equipment;

to assemble, fabricate, buy, sell and deal with, both at wholesale and at retail, cameras and photographic supplies and

(c) to devise, write, create, produce, publish, direct, manage, prepare, display, exhibit, purchase, sell, exchange and otherwise deal in and deal with programs, plays, episodes, scenarios, compositions and similar materials on film or otherwise broadcasting and for all other media of entertainment, including the creation, production and direction of training films and advertising films for any person, firm or corporation;

(d) to carry on the business of printers, engravers, publishers, and the business of advertising agents, advertisement contractors and designers of advertisements;

(e) to engage in any other lawful activity, including, but not limited to (i) buying, selling, leasing as lessor or lessee, factoring, and dealing in or with real, personal and other property of all kinds and for all uses and purposes; (ii) mining, manufacturing, raising or otherwise producing and processing, servicing, storing or otherwise caring for any type of property, structure, product, commodity or livestock whatsoever; (iii) collecting and processing natural resources; (iv) transporting freight or passengers by land, sea or air; (v) collecting, disseminating information, opinion or advertisement through any means whatsoever; (vi) performing personal services of any kind; and (vii) entering into or serving in any type of managerial, investigative, advisory, promotional, protective, insurance, suretyship, security, fiduciary or representative capacity or otherwise for or with any persons, firms or corporations whatsoever; and

(f) to carry out all or any part of the foregoing purposes anywhere in any part of the world as principal, agent, contractor, or otherwise alone or in conjunction with any entity or entities and either directly or indirectly through one or more subsidiaries or controlled entities organized or utilized for the purposes.

It is the intention that the objects and purposes specified in the foregoing clauses of this Paragraph 3 shall also be construed as including, and that the foregoing enumeration of specific objects and purposes shall not be held to limit or restrict in any way the powers of the Corporation, but shall be in

in addition to, the general powers conferred by the State of North Carolina.

The Corporation shall have authority to issue an aggregate of (100,000) shares of common stock with a par value of \$5.00 per share.

A minimum amount of consideration to be received for the shares which the Corporation shall commence business

at the initial registered office of the Corporation, 1515 North Carolina National Bank Building, 1515 North Street, Charlotte, Mecklenburg County, North Carolina, and the name of the initial registered agent at such address.

The number of directors of the Corporation may be fixed by the Board of Directors, but shall not be less than three.

The names of the directors constituting the initial Board of Directors, and the names and addresses of the persons who shall serve as directors until the first meeting of the Board, and their successors are elected and qualified

ADDRESSES

6518 Fairview Road
Charlotte, North Carolina

1515 North Street
Charlotte, North Carolina

3427 Graham Place
Charlotte, North Carolina

6300 Park Road
Charlotte, North Carolina

2701 Investment Road
Charlotte, North Carolina

and addresses of all of the incorporators are:

1210 N. C. National Bank Bldg.
200 South Tryon Street
Charlotte, North Carolina

1210 N. C. National Bank Bldg.
200 South Tryon Street
Charlotte, North Carolina

1210 N. C. National Bank Bldg.
200 South Tryon Street
Charlotte, North Carolina

WITNESSES, we have hereunto set our hands, this
1st day of January, 1965.


William F. Hoffman


Clarence M. Walker


H. D. Keady

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

THIS IS TO CERTIFY, that on the 30th day of January, A.D. 1965, before me, a Notary Public, personally appeared Marcus T. Hickman, Clarence W. Walker, and Glen B. Hardyman, who I am satisfied are the persons named in and who executed the foregoing Articles of Incorporation, and I having first made known to them the contents thereof, they did each acknowledge that they signed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, this the 30th day of January, A.D. 1965.

Lunice R. Robinson
Notary Public

My Commission Expires:

10-10-65

FILED

115153

FEB 9 10 07 AM 1965

THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
DUNBAR-STANLEY STUDIOS, INC.

The undersigned, being all of the incorporators of Dunbar-Stanley Studios, Inc. (hereinafter called the "Corporation"), pursuant to the provisions of Section 55-103(b) of the General Statutes of North Carolina, do hereby execute the following Articles of Amendment of the Articles of Incorporation of the Corporation:

1. The name of the Corporation is DUNBAR-STANLEY STUDIOS, INC.

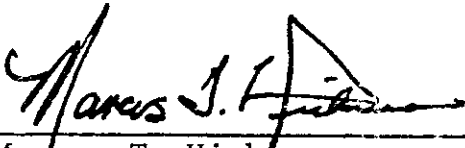
2. The Articles of Incorporation of the Corporation are hereby amended as follows:

Paragraph 4 of said Articles of Incorporation is deleted and the following Paragraph 4 is substituted in lieu thereof:

"4. The Corporation shall have authority to issue an aggregate of Sixty Thousand (60,000) shares of common stock with a par value of Five Dollars (\$5) per share."

3. The foregoing Amendment is made by the incorporators of the Corporation before the issuance of any shares.

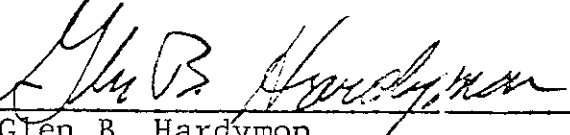
IN WITNESS WHEREOF, we have hereunto set our hands this 5th day of February, 1965.



Marcus T. Hickman (SEAL)



Clarence W. Walker (SEAL)



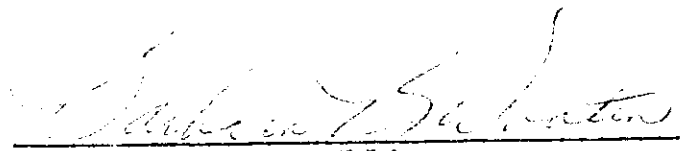
Glen B. Hardyman (SEAL)

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

THIS IS TO CERTIFY, that on the 5th day of February, A.D. 1965, before me a Notary Public, personally appeared Marcus T. Hickman, Clarence W. Walker and Glen B. Hardyman, who I am satisfied are the persons named in and who executed the foregoing Articles of Amendment, and I having first made known to them the contents thereof, they did each acknowledge that they signed and delivered the same as their voluntary act and deed for the uses and purposes therein expressed, and that the facts contained therein are true.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, this the 5th day of February, A.D. 1965.


Notary Public

My Commission Expires:

March 15 1965

FILED
NOV 27 9 07 AM 1970
THIRD FLOOR
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF MERGER
OF
DUNBAR-STANLEY STUDIOS, INC.
AND
DUNBAR-STANLEY FINISHING CO., INC.

The undersigned North Carolina corporations, for the purpose of merging Dunbar-Stanley Finishing Co., Inc. into Dunbar-Stanley Studios, Inc., and pursuant to the provisions of North Carolina General Statutes §55-109, hereby execute the following Articles of Merger:

1. The Agreement and Plan of Merger, a copy of which is attached hereto and made a part hereof as Exhibit A, has been approved by the shareholders of each of the undersigned corporations in the manner prescribed by law.

2. As to each of the undersigned corporations, the number of shares outstanding at the time of the adoption of said Agreement and Plan of Merger, and the number of shares entitled to vote thereon, were as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>
Dunbar-Stanley Studios, Inc.	24,000 shares \$5 par value common	24,000
Dunbar-Stanley Finishing Co., Inc.	1,250 shares \$5 par value common	1,250

There were no shares of either of the undersigned corporations entitled to vote as a class, inasmuch as each corporation only has \$5 par value common stock authorized.

3. As to each of the undersigned corporations, the number of shares voted for and against such Agreement and Plan of Merger were as follows:

<u>Name of Corporation</u>	<u>Total Shares Voted For</u>	<u>Total Shares Voted Against</u>
Dunbar-Stanley Studios, Inc.	24,000	None
Dunbar-Stanley Finishing Co., Inc.	1,250	None

4. These Articles of Merger, and the Plan of Merger attached hereto and made a part hereof, shall be effective upon endorsement of these Articles of Merger by the Secretary of State of North Carolina as provided by North Carolina General Statutes §55-4(a)(5), and the transaction and merger herein described shall be deemed to be completed and consummated at said time.

IN WITNESS WHEREOF, these Articles of Merger have been signed by the President and the Secretary of each of the Corporations, this 4th day of August, 1970.

DUNBAR-STANLEY STUDIOS, INC.

By Stanley L. Hoke
Stanley L. Hoke, President

By E. E. Hoffman
E. E. Hoffman, Secretary

[CORPORATE SEAL]

DUNBAR-STANLEY FINISHING CO., INC.

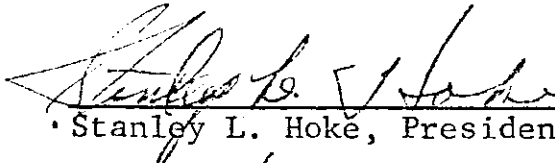
By Stanley L. Hoke
Stanley L. Hoke, President


By E. E. Hoffman
E. E. Hoffman, Secretary

[CORPORATE SEAL]

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

STANLEY L. HOKE, being the President, and E. E. HOFFMAN, being the Secretary of Dunbar-Stanley Studios, Inc., each being duly sworn, deposes and says that the facts stated in the foregoing "Articles of Merger" are true and correct.


Stanley L. Hoke, President


E. E. Hoffman, Secretary

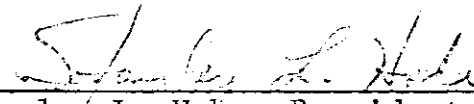
Subscribed and sworn to
before me, this 10th day
of August, 1970.


Notary Public

My commission expires: July 27, 1975


STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

STANLEY L. HOKE, being the President, and E. E. HOFFMAN, being the Secretary of Dunbar-Stanley Finishing Co., Inc., each being duly sworn, deposes and says that the facts stated in the foregoing "Articles of Merger" are true and correct.


Stanley L. Hoke, President


E. E. Hoffman, Secretary

Subscribed and sworn to
before me, this 4th day
of August, 1970.


Notary Public

My commission expires: July 27, 1975

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into this 4th day of August, 1970, by and between

DUNBAR-STANLEY STUDIOS, INC.,
a North Carolina corporation
(hereinafter sometimes called
"Studios" and sometimes called
the "Surviving Corporation"),

and

DUNBAR-STANLEY FINISHING CO.,
INC., a North Carolina corpora-
tion (hereinafter sometimes
called "Finishing"), said two
Corporations being hereinafter
sometimes collectively called
the "Constituent Corporations";

WHEREAS, Studios is a corporation duly organized and existing under the laws of the State of North Carolina, having been incorporated on February 1, 1965, and has an authorized capital stock consisting of 60,000 shares of Common Stock of the par value of \$5 per share, of which 24,000 shares of said \$5 par value Common Stock are issued and outstanding (exclusive of 24,000 Treasury Shares), and

WHEREAS, it is intended that the Articles of Incorporation of Studios, as heretofore amended, shall be further amended so as to increase the authorized capital stock of Studios from 60,000 shares of \$5 par value Common Stock to 80,000 shares of \$5 par value Common Stock, and

WHEREAS, Finishing is a corporation duly organized and existing under the laws of the State of North Carolina,

4

having been incorporated on February 1, 1965, and has an authorized capital stock consisting of 20,000 shares of Common Stock of the par value of \$5 per share, of which 1,250 shares of \$5 per value Common Stock are issued and outstanding (exclusive of 1,250 Treasury Shares), and

WHEREAS, the principal office of Studios in the State of North Carolina is located at 6518 Fairview Road, Charlotte, Mecklenburg County, North Carolina, and

WHEREAS, the principal office of Finishing in the State of North Carolina is located at 1510 Camden Road, Charlotte, Mecklenburg County, North Carolina, and

WHEREAS, the Board of Directors of each of the Constituent Corporations, to the end that greater efficiency and economy in the management of the businesses carried on by the Constituent Corporations may be accomplished, do deem it advisable and in the best interests of the Constituent Corporations and their respective shareholders that Finishing be merged into Studios, with Studios as the Surviving Corporation under and pursuant to the laws of the State of North Carolina and on the terms and conditions herein contained;

NOW THEREFORE, the Constituent Corporations do each hereby agree that Finishing shall be merged into Studios; that Studios shall continue under the laws of the State of North Carolina as the Surviving Corporation; that the terms and conditions of the merger and the mode of carrying the same into effect and the manner and basis of converting the shares of each Constituent Corporation into shares of the Surviving Corporation under this Agreement and Plan of Merger (hereinafter sometimes called "Plan") are and shall be as hereinafter set forth; and that on the Effective Date (as hereinafter defined) of the merger, the Articles of Incorporation of Studios, as heretofore amended, shall be further amended as hereinafter set forth.

ARTICLE I

Section 1.1. Finishing shall be merged into Studios in accordance with the laws of the State of North Carolina and Studios shall be the Surviving Corporation.

Section 1.2. The name of the Surviving Corporation shall continue to be "DUNBAR-STANLEY STUDIOS, INC.". The authorized capital stock of the Surviving Corporation shall be as set forth in the amendment to the Articles of Incorporation of Studios as described in Article IV hereof.

Section 1.3. On the Effective Date of the merger provided for in this Plan, the separate existence of Finishing shall cease, except to the extent, if any, continued by applicable statute. The Surviving Corporation shall possess all the rights, privileges, powers and franchises of the Constituent Corporations. All the rights, privileges, powers and franchises of Finishing, of a public as well as of a private nature, and all the property, real, personal or mixed of Finishing, and all debts due on whatever account to it, including all choses in action belonging to it, shall be taken and deemed to be transferred to and vested in Studios as the Surviving Corporation without further act or deed; and all such property, rights, privileges, powers and franchises, of a public as well as of a private nature, and all and every other interest of Finishing, shall be thereafter as effectually the property of Studios as the Surviving Corporation as they were of Finishing. Studios, as the Surviving Corporation, shall be responsible for all the liabilities and obligations of Finishing. The rights of the creditors of the Constituent Corporations, or of any person dealing with such Corporations, or any liens upon the property of such Corporations shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such Corporations may be prosecuted to judgment as if this merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in place of Finishing. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of Studios shall continue unaffected and unimpaired by the merger.

ARTICLE II

Section 2.1. The By-laws of Studios shall be the By-laws of the Surviving Corporation, until altered, amended or repealed as therein provided.

Section 2.2. The following are the persons who, on the Effective Date of the merger, shall constitute the Board of Directors of the Surviving Corporation, each of whom shall hold office until the next annual meeting of the shareholders of the Surviving Corporation or until their successors shall have been duly elected and qualified:

Stanley Livingston Hoke
Stanley Luther Hoke
E. E. Hoffman

If, on the Effective Date of the merger, any vacancy shall exist on the Board of Directors (as hereinabove provided) of the Surviving Corporation, such vacancy may be filled in the manner provided in the By-laws of the Surviving Corporation.

Section 2.3. The following are the names of the persons who, on the Effective Date of the merger, shall constitute the officers of the Surviving Corporation, each of whom shall hold office until the next annual meeting of the Board of Directors of the Surviving Corporation, or until their successors shall have been duly elected and qualified:

<u>Name</u>	<u>Office</u>
Stanley Livingston Hoke	President, Chief Executive Officer and Treasurer
E. E. Hoffman	Executive Vice President, Secretary & Asst. Treasurer
Stanley Luther Hoke	Vice President
Daryl Howard	Vice President - Finishing
Marcus T. Hickman	Assistant Secretary
Henry C. Lomax	Assistant Secretary

If, on the Effective Date of the merger, a vacancy shall exist in any of said offices of the Surviving Corporation, such vacancy may be filled in the manner provided in the By-laws of the Surviving Corporation.

Section 2.4. Until the completion of the merger, each of the Constituent Corporations shall continue to conduct

its business without material change, and neither shall make any distribution or other disposition of its assets, capital or surplus except in the ordinary course of business or take any action which shall impair the value of its shares.

Section 2.5. Prior to the Effective Date of the merger, the Constituent Corporations shall take all such action as shall be necessary or appropriate in order to effectuate the merger. If at any time after the Effective Date of the merger, the Surviving Corporation shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or confirm to, the Surviving Corporation full title to all of the property, assets, rights, privileges and franchises of the Constituent Corporations, or either of them, the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further action(s) as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such properties, assets, rights, privileges and franchises, and otherwise to carry out the purposes of this Plan.

Section 2.6. The "Effective Date" of the merger shall be, and such term as used herein shall mean, the time when the merger becomes effective as provided by the Articles of Merger to be filed with the Secretary of State of North Carolina and the applicable provisions of the North Carolina Business Corporation Act.

ARTICLE III

Section 3.1. The manner and basis of converting the issued and outstanding shares of \$5 par value Common Stock of each of the Constituent Corporations into shares of the Surviving Corporation shall be as hereinafter in this Article III set forth.

Section 3.2. On the Effective Date of the merger, all shares of \$5 par value Common Stock of Studios then issued and outstanding shall continue to be issued and outstanding shares and the 24,000 shares of \$5 par value Common Stock which constitutes Treasury Shares of Studios shall likewise

continue to be issued and held as Treasury Shares. Each certificate of Studios evidencing ownership of any such shares of \$5 par value Common Stock shall continue to evidence ownership of the same number of shares of \$5 par value Common Stock of the Surviving Corporation.

Section 3.3. Each share of \$5 par value Common Stock of Finishing issued and outstanding on the Effective Date of the merger (excluding the 1,250 shares of \$5 par value Common Stock held in the Treasury of Finishing, which such Treasury Shares shall on the Effective Date cease to exist) shall thereupon be converted into 3.36 shares of the \$5 par value Common Stock of the Surviving Corporation, that is, each one shares of Common Stock of Finishing shall be converted into 3.36 shares of Common Stock of Studios.

Section 3.4. In order to effect the foregoing exchange of shares, the Surviving Corporation does hereby authorize and direct the issuance of a total of 4,200 shares of its authorized \$5 par value Common Stock in addition to the 24,000 shares of such stock presently issued and outstanding (excluding the 24,000 shares issued and held in the Treasury of Studios) so that the total issued and outstanding shares of the Common Stock of the Surviving Corporation upon the completion of the merger in accordance with the terms and provisions of this Plan will be 28,200 shares.

Section 3.5. As promptly as practicable after the Effective Date of the merger, each holder of any outstanding certificate or certificates theretofore representing shares of \$5 par value Common Stock of Finishing shall surrender the same to the Surviving Corporation, and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing the number of shares of \$5 par value Common Stock of the Surviving Corporation into which the shares of \$5 par value Common Stock of Finishing theretofore represented by the certificate or certificates so surrendered shall have been converted as aforesaid. Until so surrendered, each outstanding certificate which, prior to the Effective Date of the merger, represented \$5 par value Common Stock of Finishing, shall be deemed for all corporate purposes to evidence ownership of the number of shares of \$5 par value Common Stock of the Surviving Corporation into which the shares of Common Stock of Finishing (which, prior to such Effective Date, were represented thereby) have been so converted.

ARTICLE IV

The Articles of Incorporation of the Surviving Corporation, as heretofore amended, shall be further amended as follows:

(a) The Articles of Incorporation of the Surviving Corporation be and they hereby are amended so as to increase the authorized capital stock of the Corporation from 60,000 shares of Common Stock of the par value of \$5 per share to 80,000 shares of Common Stock of the par value of \$5 per share, and to this end, Paragraph 4 of the Articles of Incorporation of Dunbar-Stanley Studios, Inc., as amended, be and it hereby is stricken out and deleted in its entirety and the following Paragraph 4 is substituted in lieu thereof:

"4. The Corporation shall have authority to issue an aggregate of eighty thousand (80,000) shares of Common Stock with a par value of Five Dollars (\$5.00) per share."

(b) The amendment to the Articles of Incorporation of the Surviving Corporation as hereinabove set forth shall be effective upon the Effective Date of the merger described herein.

ARTICLE V

Section 5.1. The obligation of each of the Constituent Corporations to consummate and effect the merger hereunder shall be subject to the shareholders of each Constituent Corporation having approved this merger and authorized the Board of Directors of each Constituent Corporation to execute and enter into this Agreement and Plan of Merger.

Section 5.2. Notwithstanding anything herein to the contrary, the Board of Directors of either Studios or Finishing may, in its sole discretion, at any time prior to the filing of the necessary Articles of Merger with the Secretary of State, Raleigh, North Carolina, giving effect to the merger, by resolution duly adopted, abandon this merger if it shall deem such action necessary, desirable and in the

best interests of the Corporation. In the event of the termination and abandonment of this Plan pursuant to the provisions of this paragraph, the same shall become void and shall have no effect, and such termination shall not give rise to any liability on the part of either of the Constituent Corporations or its directors or officers or shareholders in respect to this Plan.

Section 5.3. Except as hereinafter provided to the contrary, the Surviving Corporation shall pay all the expenses of carrying this Agreement and Plan of Merger into effect and of accomplishing the merger. If the merger contemplated hereby is not consummated and made effective for any reason whatsoever, each of the Constituent Corporations shall bear its own expenses separately incurred in connection with this Plan and all things required to be done by each of them hereunder.

Section 5.4. This Plan embodies the entire Agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.

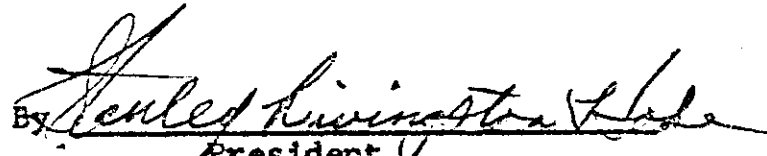
IN WITNESS WHEREOF, this Agreement and Plan of Merger has been signed by the duly authorized officers of the Constituent Corporations pursuant to authorization by the Board of Directors of the Constituent Corporations, all as of the day and year first above written.

DUNBAR-STANLEY STUDIOS, INC.

[CORPORATE SEAL]

ATTEST:


Secretary

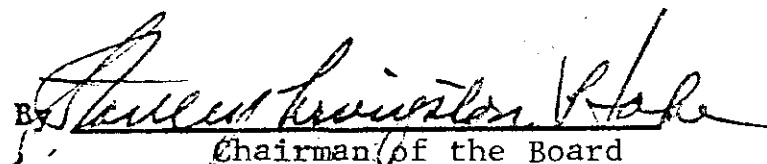
By 
President ✓

DUNBAR-STANLEY FINISHING CO., INC.

[CORPORATE SEAL]

ATTEST:


Secretary

By 
Chairman of the Board

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
DUNBAR-STANLEY STUDIOS, INC.

The undersigned Corporation, for the purpose of amending its Articles of Incorporation, and pursuant to the provisions of Section 55-103 of the General Statutes of North Carolina, hereby executes the following Articles of Amendment:

1. The name of the Corporation is DUNBAR-STANLEY STUDIOS, INC.

2. Pursuant to the written consent to informal action of the shareholders of the Corporation dated the 24th day of January, 1971, the following amendment to the Articles of Incorporation was adopted by the unanimous vote of the shareholders:

WHEREAS, it is for the best interests of the Corporation and its shareholders that the Articles of Incorporation, as amended, of the Corporation be further amended as proposed and recommended by the Board of Directors so as to change the name of the Corporation from "DUNBAR-STANLEY STUDIOS, INC." to "KINDERFOTO INTERNATIONAL, INC.";

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Incorporation, as heretofore amended, of Dunbar-Stanley Studios, Inc. be and they hereby are further amended so as to change the name of the Corporation to "KINDERFOTO INTERNATIONAL, INC." and that, to that end, paragraph 1 of the Articles of Incorporation, as amended, be, and the same hereby is stricken out and deleted in its entirety and the following paragraph 1 substituted in lieu thereof:

"1. The name of the Corporation is KINDERFOTO INTERNATIONAL, INC."

FURTHER RESOLVED, that the officers of this Corporation be, and they hereby are authorized and directed to take all action necessary to further amend the Articles of Incorporation, as amended, as set forth in the foregoing resolution and that said officers of the Corporation shall file Articles of Amendment to the Articles of Incorporation, as amended, of Dunbar-Stanley Studios, Inc. with the Secretary of State of North Carolina, Raleigh, North Carolina, and with the Register of Deeds of Mecklenburg County, North Carolina;

FURTHER RESOLVED, that the officers of this Corporation be, and they hereby are authorized and directed to take all action necessary or advisable to change the name of the Corporation from Dunbar-Stanley Studios, Inc. to Kinderfoto International, Inc. in all other states in which Dunbar-Stanley Studios, Inc. is domesticated and qualified to do business;

FURTHER RESOLVED, that the Board of Directors may, in its sole discretion, at any time prior to the filing of the necessary Articles of Amendment to the Articles of Incorporation, as amended, giving effect to said further amendment, abandon said further amendment if it shall deem such action necessary or desirable and in the best interests of the Corporation and its shareholders.

3. The number of shares of the Corporation outstanding at the time of the adoption of said amendment (excluding 24,000 shares issued and held in the treasury of the Corporation) was 28,200 shares of the \$5 par value Common Stock; and the number of shares entitled to vote thereon was 28,200 shares. There were no shares entitled to vote as a class inasmuch as the Corporation has only the \$5 par value Common Stock authorized.

4. The number of shares voted for the amendment was 28,200; the number of shares voted against the amendment was none.

5. The amendment does not effect a change in the amount of stated capital of the Corporation.

6. Any exchange, reclassification or cancellation of issued shares will be effected in the following manner: The holders of the Common Stock will be requested to surrender

NORTH CAROLINA

DURHAM COUNTY

I, Anna H. Riggsbee, a Notary Public
for said County and State, do hereby certify that Wade H.
Penny, Jr., W. H. Penny, and Donald M. Penny personally
appeared before me this day and acknowledged the due execution
of the foregoing instrument.

Witness my hand and notarial seal, this 27th day of
January, 1971.



Anna H. Riggsbee

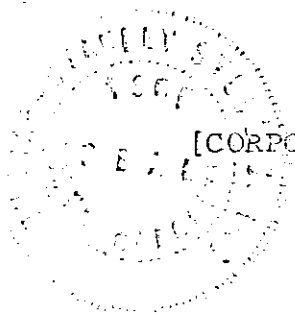
My commission expires:

January 25, 1975

their certificates and in exchange therefor, the Corporation shall issue and deliver new certificates bearing the name "KINDERFOTO INTERNATIONAL, INC." in place of "Dunbar-Stanley Studios, Inc." or an appropriate notation may be endorsed or affixed to said certificates for the purpose of indicating a change of name.

7. The amendment herein effected does not give rise to dissenters' rights to payment because no changes were made by the amendment which would give rise to dissenters' rights under the provisions of Section 55-101, or any other section, of the General Statutes of North Carolina, and the Corporation does not have shares authorized and issued or outstanding which are entitled to any preference as to dividends or on liquidation, and hence there are no shares outstanding which entitle the holders to dissenters' rights.

IN TESTIMONY WHEREOF, these Articles are signed by the President and Secretary of the Corporation, this 20th day of January, 1971.



DUNBAR-STANLEY STUDIOS, INC.

By Stanley Luther Hoke
President
By E. E. Hoffman
Secretary

STATE OF NORTH CAROLINA
COUNTY OF MECKLENBURG

LUTHER
STANLEY ~~LIVINGSTON~~ HOKE, being the President, and E. E. HOFFMAN, being the Secretary of Dunbar-Stanley Studios, Inc., each being duly sworn, depose and say: That the facts stated in the foregoing "Articles of Amendment" are true and correct.

Stanley Luther Hoke
E. E. Hoffman

Subscribed and sworn to before me
this 20th day of January, 1971.

Elizabeth de Vries
Notary Public

My Commission Expires: July 27, 1975

203305

FILED

AUG 5 9 57 AM '75

THAD EURE CERTIFICATE OF CHANGE OF REGISTERED OFFICE
SECRETARY OF STATE
NORTH CAROLINA

MARCUS T. HICKMAN, having changed his business office from one address to another in Charlotte, North Carolina, and being the Registered Agent for the following domestic Corporation[s]:

1. Catawba Valley Flying Service, Inc.
2. Kinderfoto International, Inc.
3. Gill Manufacturing Company
4. I 85-77, Ltd.

hereby changes the registered office of each such Corporation from the following former address:

1210 or 1200 North Carolina National Bank Building
200 South Tryon Street
Charlotte, Mecklenburg County,
North Carolina 28202

to the following new address:

3300 NCNB Plaza
101 South Tryon Street
Charlotte, Mecklenburg County,
North Carolina 28280

IN WITNESS WHEREOF, this Certificate is made and executed by the undersigned Registered Agent, this 1st day of August, 1975.

Marcus T. Hickman
MARCUS T. HICKMAN

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

I, Lina Diamaduros, a Notary Public, do hereby certify that MARCUS T. HICKMAN personally appeared before me this 1st day of August, 1975 and acknowledged the due execution of the foregoing Certificate.

Lina Diamaduros
NOTARY PUBLIC

MY COMMISSION EXPIRES:

August 4, 1979