



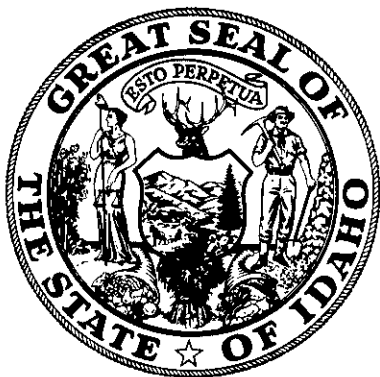
CERTIFICATE OF INCORPORATION  
OF

SEE 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: April 22, 1985



SECRETARY OF STATE

by: \_\_\_\_\_

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ARTICLES OF INCORPORATION

OF

SEE PHOTO, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the general corporation laws of the State of Idaho, and the Acts amendatory thereof and supplemental thereto, hereby certify as follows:

FIRST

The name of the corporation is SEE PHOTO, INC.

SECOND

The purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporations Act.

THIRD

The corporation is to have perpetual existence.

FOURTH

The name of the registered agent and the location and post office address of the registered office of the corporation is DAVID E. ELLIS, 9666 Hackamore Drive, Boise, Idaho 83709, respectively.

FIFTH

The amount of the capital stock of this corporation shall be and is 100,000 shares of stock of no par value, which stock shall not be issued until fully paid for and once so issued shall be nonassessable.

SIXTH

The names and addresses of the incorporators and the number of shares subscribed for by each, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
DAVID E. ELLIS and CHRISANDRA J. ELLIS, husband and wife	9666 Hackamore Drive Boise, Idaho 83709	1,000

SEVENTH

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purposes of paying expenses, conducting business, or paying debts of the corporation.

EIGHTH

The number of directors of the corporation shall be not less than one (1) nor more than five (5). The initial board of directors shall be two (2) in number and they shall serve until the first annual meeting of the shareholders or until their successors are elected and qualified. The number of directors may be changed from time to time in the manner specified in the By-laws. The initial directors are:

NAMEADDRESS

DAVID E. ELLIS

9666 Hackamore Drive  
Boise, Idaho 83709

CHRISANDRA J. ELLIS

9666 Hackamore Drive  
Boise, Idaho 83709NINTH

Stockholders shall have pre-emptive and preferential rights of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the corporation. Any stock or obligations issued by the corporation shall first be offered to the stockholders of the corporation.

TENTH

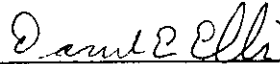
No contract or other transaction between the corporation and any other corporation and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily, or otherwise interested in, or are directors or officers of such corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the board of directors or a majority thereof. Any director of the corporation who is also a director or officer of such other corporation or who is so interested, may be counted in determining the existance of a quorum

at any meeting of the board of directors of the corporation which shall authorize any such contract or any such transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ELEVENTH

The board of directors is expressly authorized to repeal and amend the By-laws of the corporation and to adopt new By-laws, and the corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law, by a majority vote of the stockholders at any meeting duly called for that purpose.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 22<sup>nd</sup> day of April, 1985.



DAVID E. ELLIS

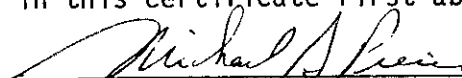


CHRISANDRA J. ELLIS

STATE OF IDAHO     )  
                              :  
County of Ada        )

On the date as first set forth above, before me, the undersigned, a Notary Public in and for said State, personally appeared DAVID E. ELLIS and CHRISANDRA J. ELLIS, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they 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