



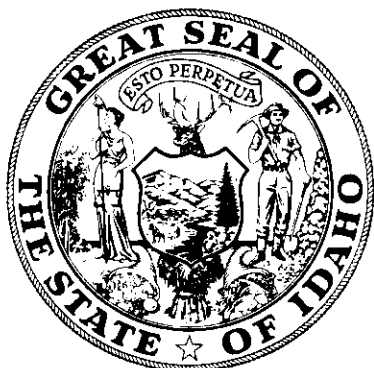
CERTIFICATE OF AUTHORITY
OF

VARDEN STUDIOS, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of VARDEN STUDIOS, INC. for a Certificate of Authority to transact business in this State, duly signed and verified 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 Authority to VARDEN STUDIOS, INC. to transact business in this State under the name VARDEN STUDIOS, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated August 23, 19 82.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is VARDEN STUDIOS, INC.
2. *The name which it shall use in Idaho is N/A
3. It is incorporated under the laws of New York
4. The date of its incorporation is July 6, 1935 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 28 South Union Street, Rochester, N.Y. 14607
6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is CT CORPORATION SYSTEM
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To carry on the business of making and producing pictures, portraits and likenesses by cameras. To buy, sell frames for pictures, certificates and other things, to prepare, publish, print books, pictures & posters.
8. The names and respective addresses of its directors and officers are:

| Name | Office | Address |
|---------------------------|--------|---------|
| <u>See attached rider</u> | | |
| | | |
| | | |

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

| Number of Shares | Class | Par Value Per Share or Statement That Shares Are Without Par Value |
|------------------|---------------|--|
| <u>2,000</u> | <u>Common</u> | <u>\$100</u> |
| | | |
| | | |

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

| Number of Shares | Class | Par Value Per Share or Statement That Shares Are Without Par Value |
|------------------|--------|--|
| 1,600 | Common | \$100 |
| | | |
| | | |

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated July 30, 19 82.

VARDEN STUDIOS, INC.

By Donald L. Bilgore Pres.
Donald L. Bilgore

Its _____ President

and Robert Hearty
Robert Hearty
Its _____ Secretary

STATE OF New York)
) ss:

COUNTY OF Monroe)

I, Carl C. Tarricone, a notary public, do hereby certify that on
this 30 day of July, 19 82, personally appeared before
me Donald L. Bilgore, who being by me first duly sworn, declared that he
is the President of VARDEN STUDIOS, INC.

that he signed the foregoing document as President of the corporation and that the
statements therein contained are true.

Carl C. Tarricone
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

CARL C. TARRICONE
Notary Public in the State of New York
MONROE COUNTY, N. Y.
Commission Expires March 30, 1984

OFFICERS & DIRECTORS

| <u>NAMES</u> | <u>TITLES</u> | <u>ADDRESSES</u> |
|-------------------|---------------------------------------|---|
| Paul A. McGuire | Chairman of the Board & Director | 2500 E. Avenue, Apt 8-0 Rochester, N.Y. 14610 |
| Donald L. Bilgore | President & Director | 165 Ambassdor Drive Rochester, N.Y. 14610 |
| Leonard Grossman | Exec. V.P. & Director | 190 Parkwood Avenue Rochester, N.Y. 14620 |
| Carl Tandoi | Vice President & Director | 480 Fiesta Road Rochester, N.Y. 14626 |
| Cyril Strem | Vice President | 5125 Fifth Avenue 3B Pittsburgh, Pa. 15232 |
| Robert Hearty | Secretary, Asst. Treas. & Director | 75 Woodhaven Drive Rochester, N.Y. 14625 |
| Joel Siegel | Treasurer, Asst. Secy. & Director | 34 Lynacres Boulevard Syracuse, N.Y. 13066 |
| Nan McGuire | Director | 2222 Leavenworth Apt. 303 San Francisco, Calif. 94133 |

State of New York }
Department of State } ss.:

36770

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on JUL 26 1982

Basil G. Paterson
Secretary of State

AUG 23 2 55 PM '82
SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

-of-

GOLD TONE STUDIOS, INC.

Pursuant to Article 2 of the Stock Corporation Law

.....

1. The name of the corporation is

Gold Tone Studios, Inc.

2. The purpose for which this corporation is to be formed is to carry on the business of dealing generally in the making and producing of pictures, portraits, likenesses, representations of persons, landscapes, scenes and things of all kinds; either by the use of cameras and other mechanical and chemical aids and devices or otherwise. To conduct a general art studio and atelier. To employ and furnish the services of persons skilled in all branches and departments of the pictorial arts. To deal in photographic and artists' materials and supplies and in pictures and works of art of all kinds. To develop, print, tone, finish, mount and frame films, plates and pictures for others. To do moving picture studio, interior and out-door work of all kinds.

3. To design, acquire patents for, manufacture, buy, sell, import and export and generally deal in cameras of all kinds and for all uses, lenses and other parts for the same, photographic films and plates, photographic print paper, mounting cards and frames, developing tools, appliances and chemicals and all other tools, appliances, devices, chemicals and supplies necessary to the taking, developing and printing of photographs; to develop negatives and print photographs therefrom; to do all acts incidental to any of the above objects; to acquire the necessary real estate and plant or plants for the conduct of the business.

4. To manufacture, buy and sell and generally deal in frames for pictures, certificates, drawing and other things and to conduct the business of framing pictures, certificates,

drawings and other things. To acquire all real property and equipment necessary to conduct the business.

5. To buy, sell, import and export and to exhibit paintings, drawings, etchings, photographs, enlargements, statuary and other things of art. To acquire all real property and equipment necessary to conduct the business.

6. To design, write, prepare and place, publish and display in every manner, advertisements and publicity devices and innovations of all kinds; to print, publish and distribute in newspapers, books, pamphlets, magazines, periodicals and handbills, pictures, cartoons, posters and display cards, pertaining to the successful distribution and sale of the articles dealt in and to arrange for the placing and advertising in publications of all kinds.

7. To buy, acquire, hold, maintain, sell, convey and generally deal in leases, mortgages, exchange and otherwise dispose of real estate and real property of all kinds or any interests or rights therein.

8. The amount of the capital stock of the corporation shall be Ten Thousand Dollars (\$10,000.00), and consist of One Hundred Shares of common stock, the value of One Hundred Dollars (\$100.00) per share, and non-assessable and non-cumulative.

9. The location of the principal office of the corporation shall be 130 Clinton Avenue South in the City of Rochester, County of Monroe and State of New York.

10. The duration of the corporation is to be perpetual.

11. The number of its directors shall be three.

14. The names and post office addresses of the directors to serve until the first annual meeting of the stock hold-

ers are as follows:

| | |
|---------------|---------------------------------------|
| Irving Stern | 130 Clinton Avenue S. Rochester, N.Y. |
| Sophie Karz | 76 East Boulevard Rochester, N.Y. |
| Sylvia Herman | 1044 St. Paul Street Rochester, N.Y. |

13. That all the subscribers of this certificate are of full age.

14. That at least two-thirds of them are citizens of the United States and at least one of them is a resident of the State of New York, and at least one of the persons named as directors is a citizen of the United States and a resident of the State of New York.

15. That the names and post office addresses of the subscribers of this certificate and the number of shares that each agrees to take are as follows:

| | | | |
|---------------|--------------------------|---------------------|----|
| Irving Stern | 130 Clinton Avenue South | Rochester, New York | 1 |
| Sophie Karz | 76 East Boulevard | Rochester, New York | 1 |
| Sylvia Herman | 1044 St. Paul Street | Rochester, New York | 1. |

16. The Secretary of the State of New York is hereby designated as the agent of the corporation upon whom process in any action or proceeding against it may be served.

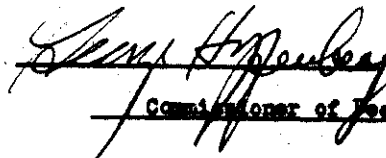
17. The Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served upon him to the main office of the corporation, at 130 Clinton Avenue South in the City of Rochester, New York.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this day of July, 1935.

| | |
|------------------------|----------------------------|
| <u>Irving A. Stern</u> | <u>130 Clinton Ave. S.</u> |
| <u>Sophie Karz</u> | <u>76 East Blvd.</u> |
| <u>Sylvia Herman</u> | <u>1044 St. Paul St.</u> |

STATE OF NEW YORK)
COUNTY OF MONROE) SS:
CITY OF ROCHESTER)

On this 5 day of July, 1935, before me personally
appeared the subscribers: Irving Stern, Sophie Marx and Sylvia Herman
to me known and known to me to be the individuals described in and who
executed the foregoing instrument, and they severally acknowledged to
me that they executed the same.


Commissioner of Feeds

Take notice of an

which the within is a copy, duly
and in the within entitled action, on

day of

193 , and duly entered

the office of the Clerk of the County

on the

day of 193

193 , N. Y.,

STONE & HOFFENBERG

the/s for

Office and Post Office Address

608 POWERS BUILDING

ROCHESTER N. Y.

STATE OF NEW YORK
4854 COURT,

COUNTY OF

CERTIFICATE OF INCORPORATION

-of-

GOLD TONE STUDIOS, INC.

DATED: ROCHESTER, NEW YORK
July , 1935

(ORIGINAL)

STONE & HOFFENBERG

Attorneys for

Office and Post Office Address

608 POWERS BUILDING

ROCHESTER, N. Y.

Due and personal service of the
within is
admitted this day of 193

Attorney for

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUL -6 1935

TAX \$ 10 -

FILING FEE \$ 40 -

Edward J. Flynn

SECRETARY OF STATE

BY *B. J. Flynn*

CASHIER

100-811-1281

State of New York }
Department of State } ss.:

36771

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

JUL 26 1982

Basil G. Paterson

Secretary of State

AUG 23 2 55 PM '82
SECRETARY OF STATE

CERTIFICATE FOR CHANGE OF NAME.

Certificate of change of name of Gold Tone Studios, Inc. to Varden Studios, Inc. pursuant to section forty of the General Corporation Law.

The undersigned, being president and secretary respectively of Gold Tone Studios, Inc., certify:

1. The name of the corporation is Gold Tone Studios, Inc.
2. The certificate of incorporation was filed in the office of the Secretary of State on July 6, 1935.
3. The new name to be assumed is Varden Studios, Inc.

IN WITNESS WHEREOF, we have made and subscribed this certificate in triplicate this 11th day of September, 1950.

Irving A. Stern
President

Paul A. McGuire
Secretary

STATE OF NEW YORK)
COUNTY OF MONROE) SS:
CITY OF ROCHESTER)

IRVING A. STERN and PAUL A. MCGUIRE being duly sworn, depose and say:

That they are the President and Secretary respectively of Gold Tone Studios, Inc.

That they have been authorized to execute and file the foregoing certificate to change the name of the corporation from Gold Tone Studios, Inc. to Varden Studios, Inc., by the votes, cast in person or by proxy, of the holders of record of a majority of the outstanding shares of the corporation entitled to vote thereon.

That such votes were cast at a stockholders' meeting held on the 15th day of September, 1950, at 28 South Union Street,

7881 18 1

Rochester, New York, upon notice as prescribed in Section forty-five of the Stock Corporation Law.

Irving H. Stern
President

Paul A. McGuire
Secretary

Sworn to before me this
11th day of September, 1950.

Harry D. Friedman

HARRY D. FRIEDMAN, Notary Public
New York, New York, County No. 1017
Commission Expires March 30, 1952


188-1-18-2

STATE OF NEW YORK)
COUNTY OF MONROE) SS:
CITY OF ROCHESTER)

On this 11th day of ~~September~~, in the year One Thousand
Nine Hundred and Fifty, before me, the subscriber, personally
appeared

IRVING A. STERN and PAUL A. McGUIRE

to me personally known to be the same persons described in and
who executed the foregoing instrument, and they severally duly
acknowledged to me that they executed the same.


HARRY D. GOLDMAN, Notary Public
State of N. Y., Monroe County No. 174
Commission Expires March 28, 1956

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CERTIFICATE FOR
CHANGE OF NAME
GOLD TONE STUDIOS, INC.
TO
VARDEN STUDIOS, INC.

And Name of K 1 0

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED NOV 10 1950

TAX \$ None
FILING FEE \$ 25

Thomas J. ...

By *McClure*
Secretary of State

MACFARLANE, HARRIS & GOLDMAN
COUNSELORS AT LAW
FOURTH FLOOR CENTRAL TRUST BUILDING
ROCHESTER 4, N. Y.

State of New York }
Department of State }

36772

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

JUL 26 1982

Basil G. Paterson
Secretary of State

AUG 23 2 55 PM '82
SECRETARY OF STATE

G020-504 (12/78)

669453

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
of VARDEN STUDIOS, INC.
under Section 805 of the
BUSINESS CORPORATION LAW

We, the undersigned, the holders of all of the outstanding shares hereby certify and being respectively the President and Vice-President of said Corporation, hereby certify:

1. The name of the Corporation is VARDEN STUDIOS, INC.

2. The Certificate of Incorporation was filed by the Department of State on July 6, 1935 under the name of GOLD TONE STUDIOS, INC. On November 10, 1950, the Certificate of Change of Name of this Corporation from GOLD TONE STUDIOS, INC. to VARDEN STUDIOS, INC. was filed with the Department of State.

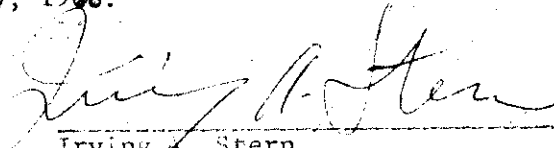
3. The Certificate of Incorporation is amended as authorized by Section 801 of the Business Corporation Law to effect an increase in the aggregate number of shares which the Corporation shall have authority to issue.

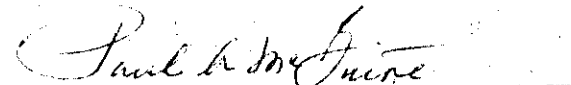
4. Paragraph 8 of the Certificate of Incorporation which contains the statements with respect to the authorized shares is hereby amended to read as follows:

"8. The amount of the capital stock of the Corporation shall be Two Hundred Thousand (\$200,000) Dollars, and consist of 2,000 shares of common stock, par value of One Hundred (\$100) Dollars per share, non-assessable - non-cumulative".

5. The amendment of the Certificate of Incorporation was authorized by the unanimous vote of the holders of all the outstanding shares entitled to vote thereon at a meeting of shareholders and was authorized and approved by the Board of Directors.

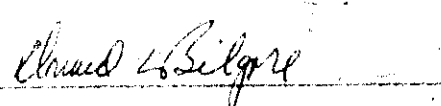
IN WITNESS WHEREOF, we have signed this Certificate this 12th day of February, 1968.


Irving A. Stern
President and Shareholder


Paul A. McGuire
Vice President and Shareholder

STATE OF NEW YORK)
COUNTY OF MONROE) ss:
CITY OF ROCHESTER)

On this 12th day of February, 1968, before me personally appeared the subscribers, Irving A. Stern and Paul A. McGuire, to me known and known to be the individuals described in and who executed the foregoing instrument and they severally acknowledged to me that they were the sole stockholders of Varden Studios, Inc.; that they were respectively the President and Vice President of Varden Studios, Inc., and that they executed the foregoing Certificate of Amendment.


Notary Public
New York State

69

VERIFICATION

STATE OF NEW YORK)
COUNTY OF MONROE) ss:

IRVING A. STERN, being first duly sworn, deposes and says that he is the President of Varden Studios, Inc., that he has read the foregoing Certificate of Amendment of Incorporation of Varden Studios, Inc., and knows the contents thereof and that the statements therein contained are true.

Irving A. Stern

Subscribed and sworn to before
me this 24 day of February, 1968.

Robert G. [illegible]
Notary Public

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\$10000

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CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF VARDEN STUDIOS, INC.

NUSBAUM, TARRICONE,
BUGORE, WEITMAN & SILVER
ATTORNEYS AND COUNSELORS AT LAW
SUITE 100 - POWERS BUILDING
16 MAIN STREET WEST
ROCHESTER, NEW YORK 14614

STATE OF NEW YORK
DEPT. OF STATE
MAR 4 1968
TAN 5
CHARTER 30

By MT Secretary of State

28-March

State of New York }
Department of State }

36773

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

JUL 26 1982

Basil G. Paterson

Secretary of State

AUG 23 2 55 PM '82
SECRETARY OF STATE

G020-504 (12/78)

934910

4. On March 4, 1968 an amendment of the Certificate of Incorporation was filed with the Department of State which amended Paragraph 8 to read as follows:

"8. The amount of the capital stock of the Corporation shall be Two Hundred Thousand (\$200,000) Dollars, and consist of 2,000 shares of common stock, par value of One Hundred (\$100) Dollars, per share, non-assessable - non-cumulative".

5. The Certificate of Incorporation as amended to date and as now in full force and effect is amended as authorized by Section 801 of the Business Corporation Law to effect the following changes:

(a) To amend the statement regarding ~~XXXXXXXXXXXX~~

~~XXXXXXXXXXXXXX~~

9. The Certificate of Incorporation is hereby amended to effect a greater requirement as to the proportion of shares which shall be present, in person or by proxy, to constitute a quorum, pursuant to section 616 of the Business Corporation Law.

10. The Certificate of Incorporation is hereby amended by adding the following Paragraph 19, to wit:

"19. The proportion of shares, the holders of which shall be present in person or represented by proxy, at any meeting of shareholders in order to constitute a quorum for the transaction of any business thereat shall be sixty percent (60%) of the shares issued and outstanding, including any specified item of business required to be voted on by a class or series, voting as a class."

11. The certificate of incorporation is hereby amended to effect a greater requirement as to the proportion of votes of the holders of shares that shall be necessary at any meeting of shareholders for the transaction of business than the proportion required by law, pursuant to section 616 of the Business Corporation Law.

12. The Certificate of Incorporation is hereby amended by adding the following Paragraph 21, to wit:

"21. At each and every meeting of the shareholders, every shareholder shall be entitled to vote in person or by proxy appointed by an instrument in writing. Every shareholder of Record shall be entitled to one vote for every share standing in his name on the record of shareholders. Directors shall be elected by two-thirds (2/3) of the shares issued and outstanding and any other corporate action to be taken by the vote of the shareholders shall be authorized by two-thirds (2/3) of the shares issued and outstanding."

3

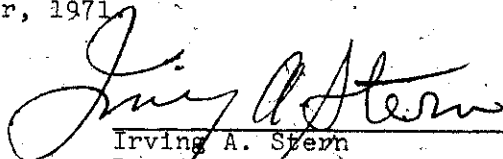
13. The Certificate of Incorporation is hereby amended to effect a requirement as to the issuance of additional shares by the Corporation with shareholder approval, pursuant to Section 620 (b) of Business Corporation Law.

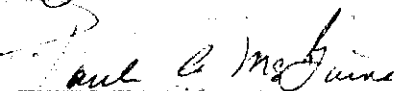
14. The Certificate of Incorporation is hereby amended by adding the following Paragraph 22, to wit:

"22. No unissued shares may be hereafter issued by the Corporation without shareholder approval."

15. The amendment of the Certificate of Incorporation was authorized by the unanimous vote of the holders of all the outstanding shares entitled to vote thereon at a meeting of shareholders and was authorized and approved by the Board of Directors.

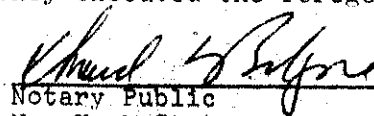
IN WITNESS WHEREOF, we have signed this Certificate this 21st day of September, 1971


Irving A. Stern
President and Shareholder


Paul A. McGuire SECRETARY
Vice President and Shareholder

STATE OF NEW YORK)
COUNTY OF MONROE) ss:
CITY OF ROCHESTER)

On this 21st day of September, 1971, before me personally appeared the subscribers, Irving A. Stern and Paul A. McGuire, to me known and known to be the individuals described in and who executed the foregoing instrument and they severally acknowledged to me that they were the sole stockholders of Varden Studios, Inc.; that they were respectively the President and Vice President of Varden Studios, Inc., and that they executed the foregoing Certificate of Amendment.


Notary Public
New York State

DONALD L. BILGORE, NOTARY PUBLIC
State of New York Monroe County
My Commission Expires March 30, 1973

4

VERIFICATION

STATE OF NEW YORK)
COUNTY OF MONROE) ss:

IRVING A. STERN, being first duly sworn, deposes and says that he is the President of Varden Studios, Inc., that he has read the foregoing Certificate of Amendment of Incorporation of Varden Studios, Inc., and knows the contents thereof and that the statements herein contained are true.

Irving A. Stern

Subscribed and sworn to before
me this 21 day of September, 1971.

Donald L. Bilgore
Notary Public

DONALD L. BILGORE, NOTARY PUBLIC
State of New York Monroe County
My Commission Expires March 30, 1973

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Certificate of Amendment

VARDEN STUDIOS, INC.

✓

TARRICONE, BILGORE, WELTMAN & SILVER
ATTORNEYS AND COUNSELORS AT LAW
SUITE 100 POWERS BUILDING
16 MAIN STREET WEST
ROCHESTER, NEW YORK 14614

assumed name

11/10/50

ON 9 name

4/5/54-11/4

World Tone Studios Inc

7/6/35

Sch 5 Rochester, Monroe Co

130 Clinton Ave South 2000 PV 100

Rochester NY 9/12/2

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED SEP 22 1971

FAX 1 more
FILING FEE \$ 330

John P. Long

Secretary of State

no

280 more