

STATE OF ALABAMA)

SHELBY COUNTY)

1332

ARTICLES OF INCORPORATION
OF
PHOTOS NOW, INC.

The undersigned, as incorporator, desiring to organize a body corporate under the laws of the State of Alabama, does make, sign and file this ARTICLES OF INCORPORATION, as follows:

ARTICLE ONE
NAME

The name of the Corporation is PHOTOS NOW, INC.

ARTICLE TWO
PERIOD OF DURATION

The period of its duration shall be unlimited and perpetual.

ARTICLE THREE
OBJECTS AND PURPOSES

The object and purposes for which the Corporation is formed are:

1. To operate, conduct, and maintain a retail photographic processing business.

2. To engage in, operate, conduct and maintain the business of purchasing, selling, leasing and arranging for the purchase, selling and leasing of all type of equipment and supplies for use in connection with the services of the Corporation.

3. To purchase, acquire, hold, improve, sell, convey, assign, exchange, release, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character.

4. To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, and to exercise, carry out and enjoy the license, power, authority, concession, right or privilege which any corporation may make or grant.

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4 office Park Lane, Suite 116
Birmingham, AL 35222

BOOK 032 PAGE 365

5. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise and personal property of every description, whether or not the same specifically pertains to the classes of business above specified; and to own and operate plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations or establishments of whatever character or description, together with the equipment, rolling stock and other facilities used or useful in connection with or incidental thereto.

6. To acquire bonds or stock of this Corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

7. To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant licenses, or other rights therein, in respect to letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventories, improvements, processes, formulae, methods, copyrights, trademarks and trade names, relating to or useful in connection with any business, objects or purposes of the Corporation.

8. To acquire, by purchase, subscription or otherwise, and to own, hold, sell and dispose of, exchange, deal in and deal with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages and securities executed by any individual or by any corporation of Alabama or other state or foreign country, whether public or private, government or municipality or otherwise, and to issue and exchange for all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages or securities, the stocks, bond, debentures or other evidence of indebtedness of this Corporation, and this Corporation shall have express power to hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stocks, bonds, debentures, promissory notes, mortgages and securities so acquired by it, and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by laws of Alabama.

9. To endorse, or otherwise guarantee, or obligate

itself for, or pledge or mortgage all or any part of its properties for the payment of the principal and interest, or either, on any bonds, debentures, notes, scrip, coupons or other obligations or evidences of indebtedness, or the performance of any contract, mortgage, or obligations, or any other corporation or association, domestic or foreign, or of any firm, partnership, or joint venture.

10. To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

11. To acquire the good will, rights, assets and properties, and to undertake the whole or any part of the liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the Corporation, or otherwise; to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.

12. To borrow and lend money, without security, or upon giving or receipt of such security as the Board of Directors of the Corporation may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description, or by way of guaranty, or otherwise.

13. To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.

14. To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.

15. To act as agent, jobber, broker or attorney in fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interest in and claims affecting same.

16. To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of

its own shares of stock, and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer or reissue the same.

17. To enter into any plan or project for the assistance and welfare of its employees.

18. To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions, or cooperation as partner, joint venturer or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of this Corporation.

19. To have one or more offices to carry on all of its operations and business without restriction or limit as to amount, in any of the states, districts, territories or possessions or colonies of the United States, and in any foreign countries, subject to the laws of such state, district, territory, possession, colony or country.

20. To carry on any other business in connection with the foregoing.

21. To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this Corporation, to the same extent as natural persons might or could do in any part of the world, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this Corporation.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this Corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the Corporation, the Directors, and stockholders thereof, all in addition to those powers specifically conferred upon the Corporation by law, and it is

hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this Corporation to carry on the business of banking or that of a trust company, or the business of insurance in any of its branches.

ARTICLE FOUR STOCK

The aggregate number of shares which the Corporation shall have authority to issue is Two Hundred (200) shares of common stock, all of the same class and with a par value of One Dollar (\$1.00) per share. No holder of any stock in the Corporation shall be entitled as of right to purchase or subscribe for any part of any unissued or treasury stock of the Corporation, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or bond, certificates of indebtedness, debentures, or other securities convertible into stock of the Corporation, but any such unissued or treasury stock or any such additional authorized issue of any new stock, or any securities convertible into stock, may be issued and disposed of by the Board of Directors to such person, firms, corporations or associations and upon such terms as the Board of Directors may in its discretion determine, without offering to the stockholders then of record, or any class of stockholders, on the same terms or on any terms.

ARTICLE FIVE
AUTHORITY OF BOARD OF DIRECTORS

The corporate power shall be exercised by the Board of Directors, except as otherwise provided by statute or by this Article of Incorporation. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(a) To make and alter the By-Laws of the Corporation, but By-Laws so made by the Directors may be altered or repealed by Directors or stockholders.

(b) To fix and determine and vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; to direct and determine the payment of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

The Corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by statute.

ARTICLE SIX
REGISTERED AGENT AND OFFICE

The address of the initial registered office of the Corporation is Suite 116, 4 Office Park Circle, Birmingham, Alabama 35223, and the name of its initial registered agent at such address is J. SANFORD MULLINS, III.

ARTICLE SEVEN
BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is two (2) 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:

DENNIS B. RAPP
4647 F, Highway 280 East
Birmingham, Alabama 35243

ERIC ELLINGTON
4647 F, Highway 280 East
Birmingham, Alabama 35243

ARTICLE EIGHT
INCORPORATOR

The name and addresses of the sole incorporator is:

J. SANFORD MULLINS, III
Suite 116, 4 Office Park Circle
Birmingham, Alabama 35243

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his signature to these Articles of Incorporation on this the 15th day of January, 1987.


J. SANFORD MULLINS, III

This instrument was prepared by:
J. SANFORD MULLINS, III
MULLINS, ECHOLS & ALLEN
Suite 116, 4 Office Park Circle
Birmingham, Alabama 35223



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions

of Section 10-2A-26, Code of Alabama 1975, the corporate name _____

Photos Now, Inc.

032 PAUSE 372 is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Photos Now, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to

BOOK be incorporated is Shelby. I further certify that as set out in

the application for reservation of corporate name, the Secretary of State's office

does not assume any responsibility for the availability of the corporate name

requested nor for any duplication which might occur.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

January 8, 1987- expires 5-9-87

Date

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF PHOTOS NOW, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of PHOTOS NOW, INC., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of PHOTOS NOW, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 19th day of JANUARY, 1987.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1987 JAN 19 AM 9:09

Thomas A. Brundage, Jr.
JUDGE OF PROBATE

Thomas A. Brundage, Jr.
Judge of Probate

Rec 35.00
Jud 1.00
36.00

BOOK 032 PAGE 373