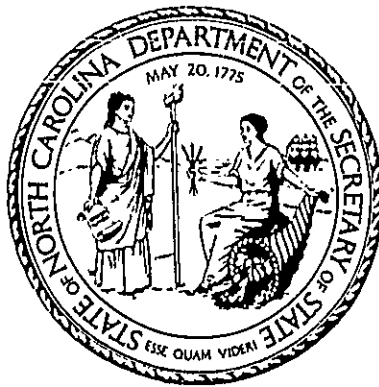


Mail to: Elizabeth
Sullivan, 4303
Fosterdale Ln, W-3,
NC 27107

State of North Carolina



69

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 (2 sheets) to be a true copy of

ARTICLES OF INCORPORATION

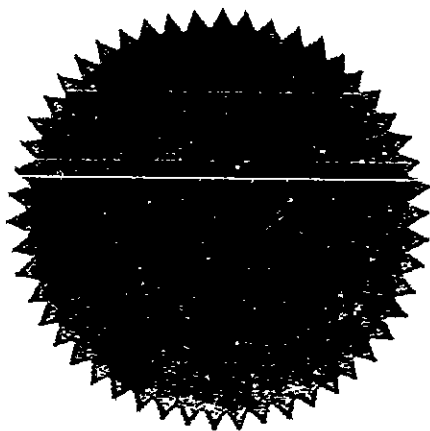
OF

A & E PHOTO, INC.

and the probates thereon, the original of which was
filed in this office on the 9th day of June 19⁸¹,
after having been found to conform to law.

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

Done in Office, at Raleigh, this 9th day
of June in the year of our Lord 19⁸¹



Secretary of State

By
Deputy Secretary of State

1337PC685

FILED

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JUN 9 10 58 AM '81

THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF INCORPORATION

OF

A & E PHOTO, INC.

The undersigned, being of the age of eighteen years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of North Carolina:

1. The name of the corporation is A & E PHOTO, INC.
2. The period of duration of the corporation is perpetual.
3. The purposes for which the corporation is organized are:
 - (a) To engage in the business of a retail photographic and reprint shop; and
 - (b) To engage in any lawful act or activity for which corporations may be organized under Chapter 55 of the General Statutes of North Carolina.
4. The corporation shall have authority to issue one hundred thousand (100,000) shares with no par value.
5. The minimum amount of consideration to be received by the corporation for its shares before it shall commence business is One Dollar (\$1.00) in cash or property of equivalent value.
6. The shareholders of the corporation shall have no preemptive right to acquire additional or treasury shares of the corporation.
7. The address of the initial registered office of the corporation in the State of North Carolina is 4303 Fosterdale Lane, Forsyth County, Winston-Salem, N.C. 27107, and the name of its initial registered agent at such address is Elizabeth M. Sullivan.
8. The number of directors constituting the initial board of directors shall be four (4); the names and addresses of the

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persons who are to serve as directors until the first meeting of shareholders, or until their successors be elected and qualify, are:

<u>NAME</u>	<u>ADDRESS</u>
John A. Sullivan	4303 Fosterdale Lane Winston-Salem, N.C. 27107
Elizabeth M. Sullivan	4303 Fosterdale Lane Winston-Salem, N.C. 27107
Annette Boyette	1011 Parkside Dr. Wilson, N.C. 27893
Dan S. Henley	114 Lamplighter Circle Winston-Salem, N.C. 27104

9. The name and address of the incorporator are C. L. HUGHES, III, PO Box 585, Newland, North Carolina 28657.

IN WITNESS WHEREOF, I have hereunto set my hand this PTA day of June, 1981.

C. L. Hughes III
C. L. Hughes III

STATE OF NORTH CAROLINA

COUNTY OF AVERY

I, J. L. McKenna, a Notary Public, do hereby certify that C. L. HUGHES, III, personally appeared before me this the 8th day of June, 1981, and acknowledged the due execution of the foregoing Articles of Incorporation.

J. L. McKenna
Notary Public

My Commission Expires: September 6, 1985

PRESENTED FOR
REGISTRATION
AND RECORDED

JUN 19 1 49 PM '81

LUNICE AYERS
REGISTER OF DEEDS
FORSYTH CITY, N.C.

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