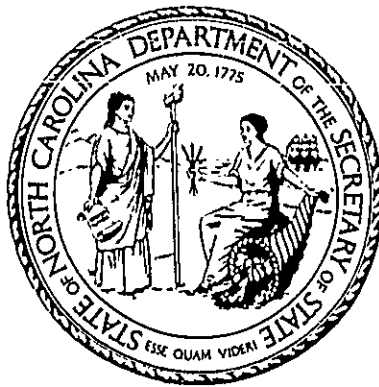


Mail to: Elizabeth  
Sullivan, 4303  
Fosterdale Ln, W-3,  
NC 27107

# 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

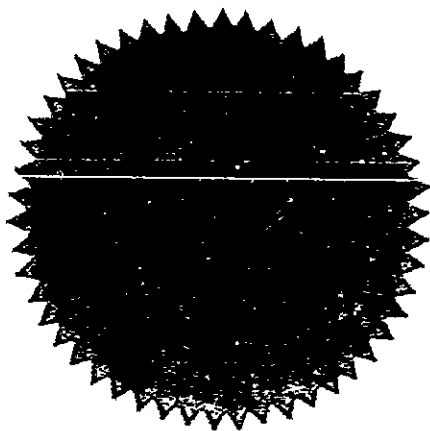
OF

A & E PHOTO, INC.

and the probates thereon, the original of which was  
filed in this office on the 9th day of June 19<sup>81</sup>,  
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 19<sup>81</sup>



Secretary of State

By   
Deputy Secretary of State

1337PC685

FILED

285319

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<br>Winston-Salem, N.C. 27107   |
| Elizabeth M. Sullivan | 4303 Fosterdale Lane<br>Winston-Salem, N.C. 27107   |
| Annette Boyette       | 1011 Parkside Dr.<br>Wilson, N.C. 27893             |
| Dan S. Henley         | 114 Lamplighter Circle<br>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 the PTA day of June, 1981.

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

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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 8<sup>th</sup> 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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