

Filing fee: \$50.00
License fee: \$15.00 minimum
(Section 7-1.1-124)

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

..... 1 HOUR PHOTO, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is 1 HOUR PHOTO, INC.

.....
SECOND: The name which it elects to use in Rhode Island is

1 HOUR PHOTO, INC.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of STATE OF NEW HAMPSHIRE

FOURTH: The date of its incorporation is AUGUST 27, 1981 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 33 LUCILLE AVENUE, SALEM, NEW HAMPSHIRE

SIXTH: The address of its proposed registered office in Rhode Island is 911 Hospital Trust Bldg., Providence Rhode Island

..... and the name of its proposed registered agent in Rhode Island at that address is Joseph B. Carty, Jr.

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are TO PROCESS AND DEVELOP FILM FOR SLIDES AND PHOTOGRAPHS

EIGHTH: The names and respective addresses of its directors and officers are:

| <u>Name</u> | <u>Office</u> | <u>Address</u> |
|-----------------------------|----------------|---------------------------------|
| RICHARD C. ZIKO | Director | 33 LUCILLE AVE., SALEM, N.H. |
| RUTH M. ZIKO | Director | 33 LUCILLE AVE., SALEM, N.H. |
| PETER G. HURD | Director | WHITE OAK DRIVE, KINGSTON, N.H. |
| | | |
| RICHARD C. ZIKO | President | 33 LUCILLE AVE., SALEM, N.H. |
| XXXXXXXXXXXXXXXX | Vice President | XXXXXXXXXXXXXXXX |
| PETER G. HURD | Secretary | WHITE OAK DRIVE, KINGSTON, N.H. |
| RUTH M. ZIKO | Treasurer | 33 LUCILLE AVE., SALEM, N.H. |

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

| <u>Number of Shares</u> | <u>Class</u> | <u>Series</u> | <u>Par Value per Share or Statement that Shares are without Par Value</u> |
|-------------------------|--------------|---------------|---|
| 300 | | | no par value |

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

| <u>Number of Shares</u> | <u>Class</u> | <u>Series</u> | <u>Par Value per Share or Statement that Shares are without Par Value</u> |
|-------------------------|--------------|---------------|---|
| 150 | | | no par value |

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 180,000.00

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 90,000.00

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 400,000.00

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 210,000.00

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

Dated August 16, 19 82

1 Hour Photo, Inc.
[Exact Corporate Name of Corporation Making Application]

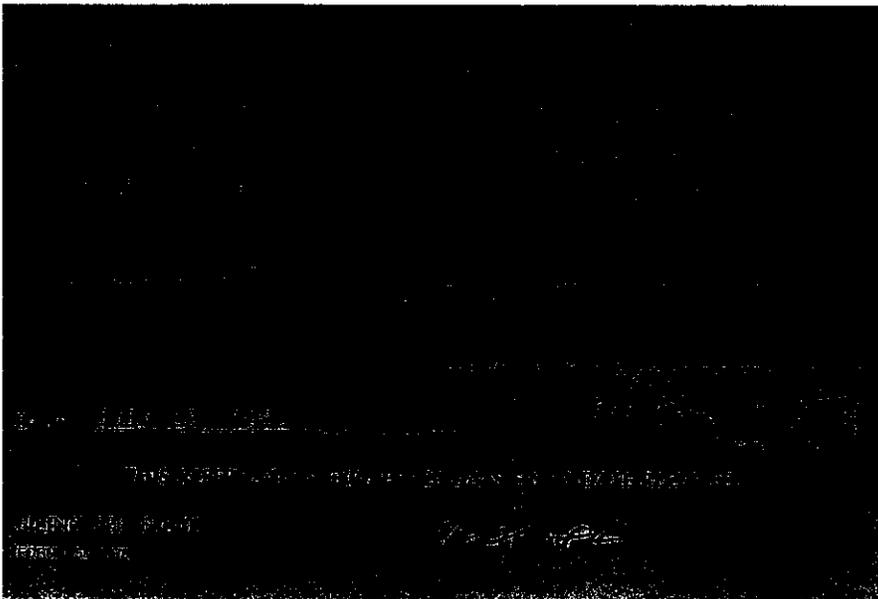
By Richard C. Ziko
Richard C. Ziko
Its President
and Peter G. Hurd
Peter G. Hurd
Its Secretary

STATE OF NEW HAMPSHIRE }
COUNTY OF ROCKINGHAM } Sc.

At Plaistow in said County on the 16th day
of August 1982, before me personally appeared
Richard C. Ziko, who being by me first duly sworn, declared that
he is the President of 1 Hour Photo, Inc.,
that he signed the foregoing document as such President of the
corporation, and that the statements therein contained are true.

Sharon J. Neff
Notary Public

(NOTARIAL SEAL)



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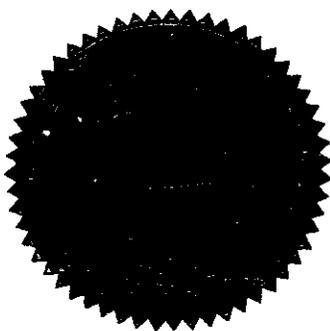
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State of New Hampshire

OFFICE OF SECRETARY OF STATE



I, WILLIAM M. GARDNER, Secretary of State of the State of New Hampshire, do hereby certify that the following and hereto attached is a true copy of the record of organization of 1 HOUR PHOTO, INC. and all amendments thereto, as recorded in this office and held in my custody as Secretary of State.



*In Testimony Whereof, I hereto set my hand and
cause to be affixed the Seal of the State, at
Concord, this ... 29 ... day of ... September
A.D. 19 82*

William M. Gardner

Secretary of State

o: Secretary of State, State House, Rm. 204, Concord, N.H. 03301

FORM FOR INCORPORATIONS

Attached is the Record of Organization for

1 Hour Photo, Inc. including;
(name of corporation)

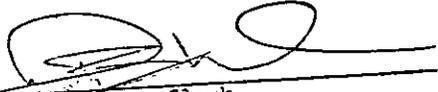
- 1. Articles of Agreement;
- 2. Minutes of the Organization Meeting;
- 3. Statement of Treasurer and Majority of Directors;
- 4. Names and Addresses of Officers and Directors;

along with a (check/money order) in the amount of 60.00
 as required by RSA 294:113. I certify that none of the corporate
 purposes as set forth in the Articles of Agreement are such that the
 corporation requires prior approval from any other New Hampshire agency,
 board or commission prior to organization.

The total number of shares of capital stock are as follows:

- a. Authorized 300
(no par/~~par~~)
- b. Issued 100
(no par/~~par~~)

The address of the
 Clerk is 4 Center Circle, Plaistow, N.H. 03865
 (must be New Hampshire resident)


 Clerk/Temporary Clerk

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THE STATE OF NEW HAMPSHIRE
ARTICLES OF AGREEMENT
OF
1 HOUR PHOTO, INC.

We, the undersigned, all of lawful age, do hereby associate ourselves together for the purposes of forming a corporation under the provisions of Chapter 294 of the Revised Statutes Annotated as amended.

ARTICLE I

The name of this corporation shall be 1 Hour Photo, Inc.

ARTICLE II

The objects for which this corporation is established are:
To process and develop film for slides and photographs;
and to exercise all general powers conferred by Chapter 294 of the Revised Statutes Annotated.

ARTICLE III

The location of the principal place of business of the corporation is 33 Lucille Avenue, Salem, New Hampshire.

ARTICLE IV

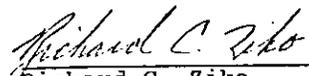
Any meeting of the Stockholders may be held either within or outside of the State of New Hampshire, but if outside of the State, the filing requirements of RSA 294:81 shall be satisfied.

ARTICLE V

The capital stock shall consist of three (300) shares of common stock without par value.

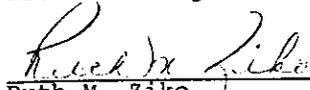
ARTICLE VI

The first meeting of the incorporators shall be held at
4 Center Circle, Plaistow, Rockingham County, on the 18th day
of August, 1981, at 10:00 o'clock in the forenoon.



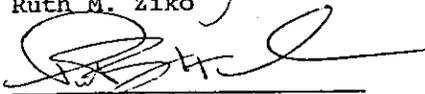
Richard C. Ziko

33 Lucille Avenue
Salem, New Hampshire



Ruth M. Ziko

33 Lucille Avenue
Salem, New Hampshire



Peter G. Hurd

White Oak Drive
Kingston, New Hampshire

MINUTES OF ORGANIZATION MEETING
OF
1 HOUR PHOTO, INC.

The first meeting of the incorporators, being all of the subscribers to the Articles of Agreement of 1 Hour Photo, Inc., was held at 4 Center Circle, Plaistow, New Hampshire on the 18th day of August, 1981, at 10:00 a.m., agreeable to Article VI, of the Articles of Agreement.

There were present, Richard C. Ziko, Ruth M. Ziko, and Peter G. Hurd.

Richard C. Ziko was chosen Chairman of the meeting and Peter G. Hurd was chosen temporary clerk, and took the oath of office as appears by the following original certificate.

STATE OF NEW HAMPSHIRE
ROCKINGHAM, SS

August 18, 1981

Then personally appeared Peter G. Hurd and made oath that he would faithfully and impartially perform the duties incumbent upon him as Clerk pro tempore of the first meeting of the incorporators of 1 Hour Photo, Inc.

Before me,

R. M. Wells

Notary Public
My Commission Expires: 12/10/85

The original of the aforesaid Articles of Agreement was read and ordered incorporated in the Record of Organization.

The By-Laws proposed were then presented and read to the meeting and upon motion duly made and seconded, it was unanimously voted to accept them as read.

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Organization Meeting (Cont.)

Upon motion duly made and seconded, it was unanimously
VOTED: To proceed to elect officers and a Board of three
Directors.

Successive ballots were taken and the following were
unanimously chosen and declared elected to the offices set
before their names.

| | | |
|----------------|------------------|-----------------------------------|
| President | Richard C. Ziko | 33 Lucille Ave. Salem, N.H. |
| Treasurer | Ruth M. Ziko | 33 Lucille Ave. Salem, N.H. |
| Clerk | Peter G. Hurd | White Oak Drive Kingston, N.H. |
| Vice-President | George L. Childs | Parker Circle Litchfield, N.H. |
| Directors: | Richard C. Ziko | 33 Lucille Ave. Salem, N.H. |
| | Ruth M. Ziko | 33 Lucille Ave. Salem, N.H. |
| | Peter G. Hurd | White Oak Drive Kingston, N.H. |

STATE OF NEW HAMPSHIRE
ROCKINGHAM, SS

August 18, 1981

Then personally appeared Peter G. Hurd and made oath that
he would faithfully and impartially perform the duties incumbent
upon him as Clerk of 1 Hour Photo, Inc. during the ensuing year
and so long as he shall set in that capacity.

Before me,

J. M. Wells

Notary Public

My Commission Expires: 12/1985

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Organization Meeting (Cont.)

Upon motion made and seconded, the following votes were unanimously adopted:

VOTED: That the capital stock of this corporation, in accordance with the Articles of Agreement, shall be 300 shares common stock of no par value.

VOTED: To issue 150 shares to Richard C. Ziko for \$500.00 in cash.

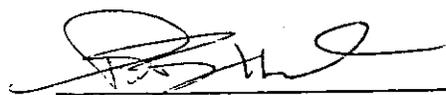
VOTED: That the Board of Directors be authorized to issue the balance of the authorized capital stock of the corporation to such persons, firms or corporations, and for such consideration as it shall determine.

VOTED: That the President and a majority of the Board of Directors make and file such affidavits and take such action as may be required by law to obtain a certificate of incorporation.

Upon motion duly made and seconded, it was unanimously,

VOTED: To adjourn.

A true record; attest:


Clerk, pro tempore

We, the undersigned, being the Treasurer and a majority of the Board of Directors elected at the organization meeting of 1 Hour Photo, Inc., do hereby severally make oath that the foregoing is a true record of the organization of said corporation and contains the Articles of Agreement, the names and addresses of the officers and directors, and the original record of the Organization Meeting and By-Laws, duly attested by the temporary clerk.

Richard M. Zito
Treasurer
Richard C. Zito
President
[Signature]
Clerk

STATE OF NEW HAMPSHIRE
ROCKINGHAM, SS

August 18, 1981

Then personally appeared the above-named Treasurer and a majority of the Board of Directors and made oath that the foregoing statements and affidavit by them subscribed is true.

Before me,

[Signature]
Notary Public
My Commission Expires: 12/10/85

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State of New Hampshire

Be it known that

RICHARD C. ZIKO AND RUTH M. ZIKO

BOTH OF

SALEM, NEW HAMPSHIRE

PETER G. HURD OF KINGSTON, NEW HAMPSHIRE

have associated themselves with the intention of forming a corporation under the name of
1 HOUR PHOTO, INC.

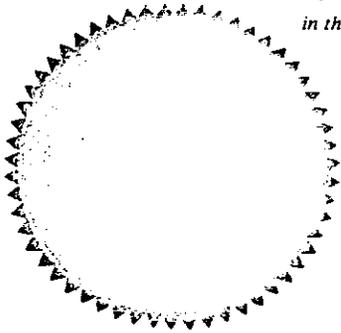
for the purpose

To process and develop film for slides and photographs; and
for other purposes as set forth in the Articles of Agreement.

stating an issuance of capital stock consisting of

Three Hundred (300) shares common without par value; One Hundred
(100) shares common without par value authorized to be issued at
the present time.

as appears from the record of organization of said corporation which has been deposited
in this office with the necessary fees.



Witness my official signature hereunto subscribed and
the seal of the State of New Hampshire hereunto
affixed this twenty-seventh day of
August in the year
one thousand nine hundred and eighty-one

[Handwritten signature]

Deputy Secretary of State.

State of New Hampshire

Be it known that

1 HOUR PHOTO, INC.

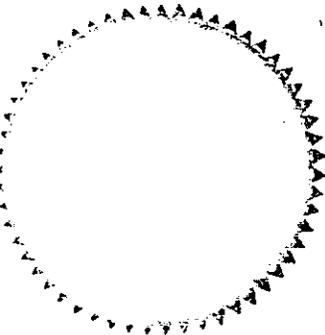
has filed in the office of the secretary of state a record of amendment, signed under the penalties of perjury by the treasurer and a majority of the directors, which statement recites that the following vote was duly adopted by vote of the (stockholders or directors) at a meeting held on

December 9, 19 81 .

Witness my official signature hereunto subscribed and the seal of the State of New Hampshire hereunto affixed this thirtieth day of April in the year one thousand nine hundred and eighty-two



Deputy Secretary of State



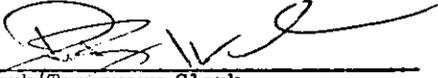
To: Secretary of State, State House, Rm.204, Concord, N.H. 03301

FORM FOR AMENDMENTS

Attached is a Statement of Amendment for

1 Hour Photo, Inc. including:
(name of corporation)

1. A true copy of the vote affecting such amendment;
2. A statement that that vote has been duly adopted
by the stockholders;
3. Signatures of the treasurer and a majority of the
directors under penalties of perjury;
along with a (check/money order) in the amount of 30.00
as required by RSA 294:114.



Clerk/Temporary Clerk

AFFIDAVIT OF AMENDMENT

We, the undersigned, being the Treasurer, and a majority of the Directors of
 1 Hour Photo, Inc.

a New Hampshire corporation, with its principal place of business in ...33 Lucille Ave.,
 Salem, New Hampshire

do hereby certify

that a meeting of the Stockholders of said corporation, duly called for the purpose, held on

December 9 19 81

in Salem New Hampshire,

all of the shares of stock

shares of stock voting in the affirmative and none

shares of stock voting in the negative being at least the statutory number of all the classes
 of stockholders present and entitled to vote, the following vote was duly adopted, namely:

VOTED that:

That the corporation file an Affidavit of Amendment with the office of the Secretary of State to have their records reflect that the Corporation originally issued 150 shares of stock, as there was a typographical error on the original Form C-5 fil with the Secretary of State to reflect only 100 shares.

VOTED: To approve the sale by the President, Richard C. Ziko, of all his shares of stock in said corporation, being 150 in number, to the corporation for \$2,500.00, in cash.

VOTED: To reissue the stock of the corporation as follows:
 120 shares to Richard C. Ziko for \$2,000.00.

VOTED: To reissue 30 shares to George L. Childs for \$500.00.

Signed under penalties of perjury.

Lucas H. Sibley Treasurer
Richard C. Sibley
R. S. Sibley } Directors