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DEC 23 1993

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State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903-1335

Corp. I.D. #

87411

BUSINESS CORPORATION

ARTICLES OF INCORPORATION

RECORDED
DEC 23 1993

The undersigned acting as incorporator (s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is ...Angell Photography, Ltd.....

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND: The period of its duration is (if perpetual, so state)....Perpetual.....

THIRD: The purpose or purposes for which the corporation is organized are:

To create, sell and otherwise deal in and with photographs and for any other lawful purpose for which a corporation may be formed under Rhode Island General Laws, (1956), as amended, Title 7, Chapter 1.1.

The corporation shall have power, (See 7-1.1-4 of the General Laws 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
(b) To sue and be sued, complain and defend, in its corporate name.
(c) To have a corporate seal which may be altered at pleasure, and to use that same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
(d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property or any interest therein, wherever situated.
(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
(f) To lend money and to use its credit to assist its employees.
(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
(j) To conduct its business, carry on its operations, and have offices and exercise the power granted by this chapter, within or without this state.
(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
(m) To make donations for the public welfare or for charitable,

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is:

- (a) *If only one class:* Total number of shares .....1,000.....  
(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

Common Stock - All Shares are without par value.

or

- (b) *If more than one class:* Total number of shares .....N/A.....  
(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH: Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended: .

The preemptive rights set forth in Rhode Island General Laws, (1956), as amended, Section 7-1.1-24 are deemed to the Stockholders.

SIXTH: Provisions (if any) for the regulation of the internal affairs of the corporation:

(a) Action by the stockholders pursuant to Rhode Island General Laws, (1956), as amended, Section 7-1.1

(b) No Director or stockholder undertaking to exercise the responsibilities of a director shall have personal liability to the corporation or to its stockholders for monetary damages for breach of such director's or stockholder's duty as a director or, in the case of a stockholder, duty as a person undertaking to exercise the responsibilities of a director that this provision shall not eliminate or limit the liability of such director or stockholder; (i) for any breach of such director's or stockholder's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing

SEVENTH: The address of the initial registered office of the corporation is .....628 Ives Road Warwick, RI 02818..... (add Zip Code) and the name of its initial registered agent at such address is: ..... Ruth A.B. Clegg.....

*Ruth A B Clegg*  
Signature of registered agent

EIGHTH: The number of directors constituting the initial board of directors of the corporation is .....0..... 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:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name (s) and address (es) of the officers of the corporation.)

Name	Address
Ruth A.B. Clegg - President	628 Ives Road
Treasurer and Secretary	Warwick, RI 02818
.....	.....
.....	.....
.....	.....
.....	.....

NINTH: The name and address of each incorporator is:

Name	Address
Ruth A.B. Clegg	626 Ives Road
.....	Warwick, RI 02818
.....	.....
.....	.....
.....	.....

TENTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

.....Immediately upon filing.....

Dated ...December... 26 , 1995.....

*Ruth A B Clegg*  
Signature of each incorporator  
Ruth A.B. Clegg

in said County this .....26..... day of December....., A.D. 19 95.....  
then personally appeared before me ..... Ruth A.B. Clegg.....  
.....  
.....

each and all known to me and known by me to be the parties executing the foregoing instrument,  
and they severally acknowledged said instrument by them subscribed to be their free act and  
deed.

Michelle A. Curran  
Notary Public.  
Notary Public