

Filing fee: \$20.00

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF

Kinderfoto International, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on June 8, 1984, authorizing it to transact business in Rhode Island under the name of Kinderfoto International, Inc.

SECOND: The corporate name of the corporation has been changed to LIFETOUCH Portrait Studios Inc.

[If no change, so indicate]

THIRD: The name which it elects to use hereafter in Rhode Island is LIFETOUCH Portrait Studios Inc.

FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: No change

[If no other or additional purposes are proposed, insert "No change."]

FIFTH: Other amendments, if any, to Certificate of Authority previously issued:
[see §§7-1.1-103, 7-1.1-109, 7-1.1-110. of the General Laws, 1956, as amended.]

Registered and Post Office address: 7831 Glenroy Road
Bloomington, Minnesota 55435

92/21/84 9411

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CHECK
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20.00
25.00

Dated August 2, 19 84

LIFETOUCH Portrait Studios Inc.

By  Chief Executive Officer

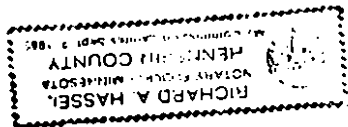
Its ~~President~~

and 

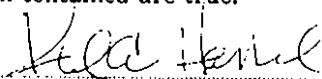
Its Secretary

STATE OF MINNESOTA }
COUNTY OF HENNEPIN } Sc.

At MINNESOTA in said County on the 2nd day
of August 19 84, before me personally appeared Richard P.
Erickson, who being by me first duly sworn, declared that he is the
Chief Executive Officer of LIFETOUCH Portrait Studios Inc.,
that he signed the foregoing document as such Chief Executive Officer
of the corporation, and that the statements therein contained are true.



(NOTARIAL SEAL)



Notary Public

AUG 21 1984



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ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION
OF
KINDERFOTO INTERNATIONAL, INC.

Pursuant to provisions of Minnesota Statutes, Section 302A.135, the following Amendment of Articles I and II of the Articles of Incorporation of Kinderfoto International, Inc. was adopted by minutes of action by the sole shareholder of the corporation effective as of the 21st day of June, 1984:

"ARTICLE I

The name of the corporation shall be LIFETOUCH Portrait Studios Inc. *bc*

ARTICLE II

The location and post office address of the registered office of the corporation shall be 7831 Glenroy Road, Bloomington, Minnesota 55435."

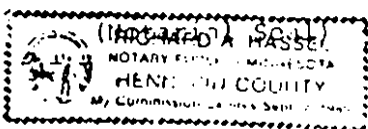
I swear that the foregoing is true and accurate and that I have the authority to sign this document on behalf of the corporation.

[Signature]
Secretary

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this _____ day of _____, 1984, by Elroy Nerness, the Secretary of Kinderfoto International, Inc., a Minnesota corporation, on behalf of the corporation.

[Signature]



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STATE OF CONNECTICUT
DEPARTMENT OF STATE
I hereby certify that the within
instrument was filed for record in this
office on the 29th day of July
A. D. 1954, at 4:30 o'clock P. M.,
and was duly recorded in Book I 62
of Incorporations, on Page 47
John Andrew Thomas
/ M

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED: August 8, 19 84

James Anderson
Secretary of State



By Linda J. Crowley