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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
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FOREIGN PROFIT QUALIFICATION

LIFETOUCH PUBLISHING INC.

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Lifetouch Publishing Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Missouri 3. 44-0616557
(State or country under the law of which it is incorporated) (FBI number, if applicable)
4. 9/29/1972 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. JANUARY 2004
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 11000 Viking Drive, Suite 430, Eden Prairie, MN 55344
(Principal office address)
- 11000 Viking Drive, Suite 430, Eden Prairie, MN 55344
(Current mailing address)

8. Any lawful purpose
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Nave Street

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

Carla Lohi
Asst. Vice President

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

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A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Richard A. Hassel, Secretary

(Typed or printed name and capacity of person signing application)

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LIFETOUCH PUBLISHING INC.**OFFICERS**

Paul Harmel
11000 Viking Drive, Suite 400
Eden Prairie, MN 55344

Jake Barker
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Randolph J. Pladson
11000 Viking Drive, Suite 400
Eden Prairie, MN 55344

Ted L. Koenecke
11000 Viking Drive, Suite 400
Eden Prairie, MN 55344

TITLE

Chief Executive Officer

President

Executive Vice President
and Chief Operating Officer

Vice President Production

Vice President Human Resources

Vice President Publishing Technology

Vice President Marketing

Senior Vice President Legal and Secretary

Chief Financial Officer and Treasurer

Assistant Secretary

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DIRECTORS

Paul Hammel
11000 Viking Drive, Suite 400
Eden Prairie, MN 55344

Richard Hassel
11000 Viking Drive, Suite 400
Eden Prairie, MN 55344

Ted Koenecke
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1489 W Warm Springs Road, Suite 110
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John C. Anderson
2200 West 108th Street
Bloomington, MN 55431

P. Robert Larson
5505 Highwood Drive
Minneapolis, MN 55436

James R. Campbell
4900 IDS Center
80 South 8th Street
Minneapolis, MN 55402

Richard P. Erickson
P.O. Box 31
Curtis, MI 49820

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STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION CERTIFICATE OF GOOD STANDING

I, MATT BLUNT, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

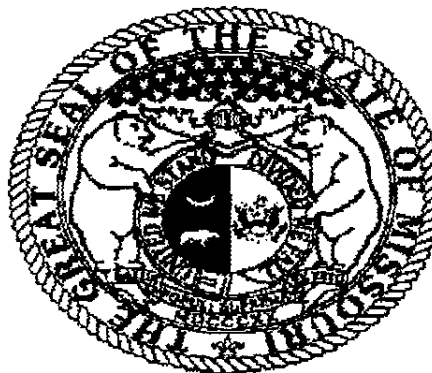
LIFETOUCH PUBLISHING INC.
00157214

was created under the laws of this State on the 29th day of September, 1972, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 2nd day of April, 2004

Matt Blunt

Secretary of State



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