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NO. 97

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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

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FOREIGN PROFIT/NONPROFIT CORPORATION

PHOTOWORKS, INC.

Certificate of Status	0
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Page Count	05
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DIVISION OF CORPORATIONS
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2/27/09

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. PhotoWorks, Inc.

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

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

2. Washington

(State or country under the law of which it is incorporated)

3. 26-1750171

(FBI number, if applicable)

4. 11/21/2007

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. March 1, 2009

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. One American Road, Cleveland, Ohio 44144

(Principal office address)

One American Road, Cleveland, Ohio 44144

(Current mailing address)

8. Digital imaging service and any business purpose lawful in the State of Florida

(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 NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

Florida 32301

(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 heraby 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

Michele Polsky

Assistant VP

By: Michele Polsky

(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.

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2009 FEB 26 PM 1:09

2009 FEB 26 PM 1:09

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Jeffrey Weiss

Address: One American Road, Cleveland, Ohio 44144

Director: Josef Mandelbaum

Address: One American Road, Cleveland, Ohio 44144

B. OFFICERS

President: Josef Mandelbaum

Address: One American Road, Cleveland, Ohio 44144

Vice President: Sally Babcock

Address: One American Road, Cleveland, Ohio 44144

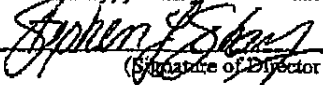
Secretary: Catherine M. Kilbane

Address: One American Road, Cleveland, Ohio 44144

Treasurer: Michael Waxman-Lenz

Address: One American Road, Cleveland, Ohio 44144

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. Stephen L. Scharf, Assistant Secretary
(Typed or printed name and capacity of person signing application)

FEB. 26. 2009 4:45PM

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NO. 797

P. 4

PHOTOWORKS, Inc.

Additional Officers

Joseph B. Cipollone	Vice President
Stephen J. Smith	Vice President
Gregory M. Steinberg	Assistant Treasurer
Christopher W. Haffke	Assistant Secretary
Stephen L. Scharf	Assistant Secretary

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2009 FEB 26 PM 1:09

UNITED STATES OF AMERICA

The State of Washington

Secretary of State

I, SAM REED, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION
OF
PHOTOWORKS, INC.

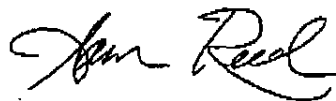
I FURTHER CERTIFY that the records on file in this office show that the above named Profit Corporation was formed under the laws of the State of WA and was issued a Certificate Of Incorporation in Washington on 11/21/2007.

I FURTHER CERTIFY that as of the date of this certificate, PHOTOWORKS, INC. remains active and has complied with the filing requirements of this office.

Date: February 25, 2009

UBI: 602-781-645

Given under my hand and the Seal of the State of Washington at Olympia, the State Capital



Sam Reed, Secretary of State



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