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PRESTIGIOUS
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 995341 5025320

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : June 20, 1996

ORDER TIME : 11:45 AM

ORDER NO. : 995341

CUSTOMER NO: 5025320

CUSTOMER: Ms. Kari Ferguson
Prickett & Saunders, PLLC
327 Congress Ave.
Ste. 400
Austin, TX 78701

700001875677
-06/26/96--01008--014
*****70.00 *****70.00

FOREIGN FILINGS

NAME: BACK-IN-A-FLASH, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN 26 AM 10:05

RECEIVED
63 JUN 25 PM 3:15
DIVISION OF CORPORATIONS

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. Back-In-A-Flash, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Texas 3. 74-2730333
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12-21-94 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1135 W. 6th St., Suite 140
Austin, TX 78703
(Current mailing address)
8. photo finishing
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street

Tallahassee

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 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.

By: Amy Bass

(Registered agent's signature)

Amy Bass, Assistant Secretary

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Hub Ingraham
Address: 2926 Westlake Cove
Austin, TX 78746
Director
Vice-Chairman: Glynn Bloomquist
Address: 1 Crystal Springs Ct. #G
Austin, TX 78738
Director: Donald W. Becker
Address: 7334 Ashton
San Antonio, TX 78229
Director: Gerald McNaron
Address: 4602 Cap Rock Dr.
Austin, TX 78735

B. OFFICERS

President: Glynn Bloomquist
Address: 1 Crystal Springs Ct. #G
Austin, TX 78738
Vice President: Gerald McNaron
Address: 4602 Cap Rock Dr.
Austin, TX 78735
Secretary: Hub Ingraham
Address: 2926 Westlake Cove
Austin, TX 78746
Treasurer: Gerald McNaron
Address: 4602 Cap Rock Dr.
Austin, TX 78735

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

13. Gerald McNaron
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. Gerald McNaron, Vice President
(Typed or printed name and capacity of person signing application)

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**ADDITIONAL DIRECTORS OF
BACK-IN-A-FLASH, INC.**

Robert J. Stetson
10915 Crooked Creek Dr.
Dallas, Texas 75229

Director

Scott Ingraham
4041 East Sunset Road
Henderson, Nevada 89014

Director

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The State of Texas

SECRETARY OF STATE

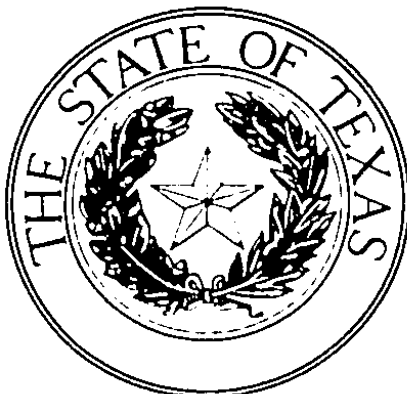
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

BACK-IN-A-FLASH, INC.

were filed in this office and a certificate of incorporation was issued on
DECEMBER 21, 1994;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on June 21, 1996.*

Antonio O. Garza, Jr.

Antonio O. Garza, Jr.
Secretary of State

PH