

F9600000067 *Lifetouch*

Lifetouch Inc.
740 Glenview Road, Suite 205
Minnetonka, Minnesota 55339-3138
612 844 3644 / FAX 612 844 3647

Office of the General Counsel

November 18, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Lifetouch Development Inc.

100002009171--5
-11/20/96--01010--003
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed for filing is an Application by Foreign Corporation for Authorization to Transact Business in Florida. Also enclosed is our check in the amount of \$70.00 to cover the filing fee and a Certificate of Good Standing. Once this document has been filed, please send a file stamped copy to the undersigned. If you have any questions, please call.

Very truly yours,

Susan S. Enlow

Susan S. Enlow RK

SSE:rjk

Enclosures

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DIVISION OF CORPORATIONS
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LC
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Employee Owned

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

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

1. Lifetouch Development 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. Minnesota
(State or country under the law of which it is incorporated)
3. 41-1787131
(FEI number, if applicable)
4. July 25, 1994
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. August 1, 1996
(Date first transacted business in Florida. (See sections 607.1801, 607.1802, and 617.105, F.S.))
7. 7831 Glenroy Road, Suite 400
Minneapolis, MN 55439
(Current mailing address)
8. Photography services
(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, Suite 105

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.

The Prentice-Hall Corporation System, Inc.

By: Susan M. Prevost
(Registered agent's signature)

Susan M. Prevost, Asst. 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:

SEE ATTACHED LIST

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

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 Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Richard A. Hassel, Vice President, Legal

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

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OFFICERS OF LIETOUCH DEVELOPMENT INC.

Richard P. Erickson
Chief Executive Officer

8500 Normandale Lake Blvd., Suite 1650
Bloomington, MN 55437

Paul Harmel
President & Chief Operating Officer

7831 Glenroy Road, Suite 400
Minneapolis, MN 55439

Randolph J. Pladson
Chief Financial Officer

7831 Glenroy Road, Suite 400
Minneapolis, MN 55439

Richard Hassel
Vice President, Legal

7831 Glenroy Road, Suite 335
Minneapolis, MN 55439

John Segall
Vice President

7831 Glenroy Road, Suite 400
Minneapolis, MN 55439

Robert H. Treuchel
Secretary

8500 Normandale Lake Blvd., Suite 1650
Bloomington, MN 55437

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State of Minnesota

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Certificate of Good Standing

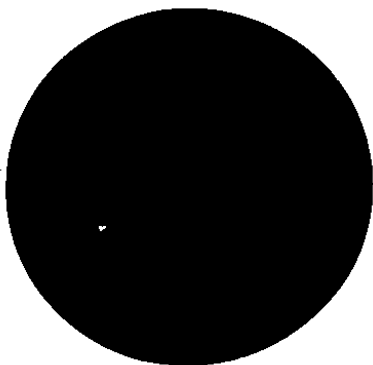
I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: LIFETOUCH Development Inc.

Date Formed: 07/25/1994

Chapter Governed By: 302A

This certificate has been issued on 11/13/96.



Joan Anderson Grove
Secretary of State.