

F9600003231

150 DAVIS STREET
DALLAS, TEXAS 75201-0707
TEL: 214-222-1100 FAX: 214-222-1101



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

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

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

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.
2. Texas
3. 74-2730333
4. 12-21-94
5. perpetual
6. upon qualification
7. 1135 W. 6th St., Suite 140 Austin, TX 78703
8. photofinishing

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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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DIVISION OF CORPORATIONS
95 JUN 26 AM 10:05



The State of Texas

SECRETARY OF STATE

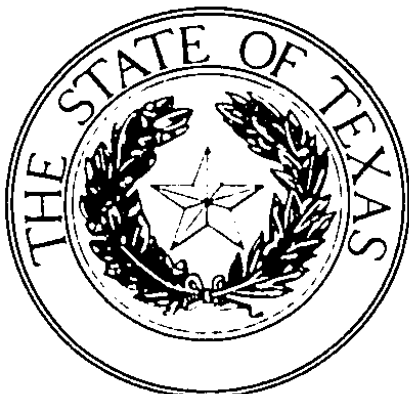
IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

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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96 JUN 26 AM 10:05



*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.
Secretary of State

PH