

**EXHIBIT A**  
**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**PHOTOGRAPHERS & ILLUSTRATORS COPYRIGHT AGENCY INC.**

**FIRST:** The name of this corporation is:

Photographers & Illustrators Copyright Agency Inc.

**SECOND:** The registered office of this corporation in the State of Delaware shall be located at Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle. The name and address of its registered agent shall be The Corporation Trust Company.

**THIRD:** This corporation is formed for the following purposes: to act as agent to photographers and illustrators, to purchase photography or illustration supplies or equipment and to otherwise engage in any lawful act or activity permitted corporations organized under the General Corporation Law of the State of Delaware.

**FOURTH:** The total number of shares of all classes of stock which the corporation shall have authority to issue is twelve thousand (12,000), of which ten thousand (10,000) shares shall be Common Stock, each share having a par value of one dollar (\$1.00), and two thousand (2,000) shares shall be Preferred Stock, each share having a par value of .01 cent (\$.0001).

The relative rights, interests, preferences, and limitations thereon shall be as follows:

I. Common Stock

(A) Dividends. The holders of Common Stock shall not be entitled to receive dividends, but shall receive patronage refunds in accordance with Paragraph (B) and participate in liquidation under Paragraph (D) of this Article Fourth.

(B) Patronage Refunds.

(i) Within a reasonable time after the end of each fiscal year, the Board of Directors shall determine the net earnings of the corporation for said fiscal year, which determination shall be made in accordance with generally accepted accounting principles and accepted business procedures.

(ii) The net earnings of the corporation for said fiscal year from all business of the corporation other than business done with or for holders of shares of Common Stock shall, except as otherwise provided in the Bylaws, be retained by the corporation as unallocated reserves or surplus. In setting aside funds for reasonable reserves for necessary purposes of the corporation, the Board of Directors shall first set aside such net earnings. If there are no net earnings on such business, or if such net earnings are insufficient to provide funds for reasonable reserves for necessary purposes of the corporation, reasonable reserves may be set aside from the net earnings on business done with or for holders of the shares of Common Stock.

(iii) After providing for reasonable reserves in the manner described above, all remaining net earnings of the corporation for said fiscal year shall be allocated to the holders of shares of Common Stock upon the basis of the value of the business done through the corporation during said fiscal year and amounts so allocated shall be distributed and paid to such holders in the manner set forth in the Bylaws. The Board of Directors may further obligate the corporation, by written agreement, prior to the furnishing of services or other items for which such obligation shall exist, to account to nonmember patrons for all of the patronage activities of the corporation in the same manner, share and share alike, with members participating in the same activity.

(C) Limitations on Common Stock Ownership.

(i) Common Stock shall be issued only to individuals, partnerships, corporations, and other entities, who meet the requirements for membership contained in the Bylaws, and who are approved for membership in the corporation by the Board of Directors.

(ii) No individual, partnership, corporation, or other entity may own more than one share of Common Stock.

(D) Liquidation, Dissolution or Winding Up. In the event of the liquidation, dissolution or the winding up of the affairs of the corporation, whether voluntary or involuntary, after paying or providing for the payment of all debts as provided by law, the holders of written notices of allocation shall be entitled to receive an amount in cash equal to the stated amount of such written notices of allocation. The holders of written notices of allocation shall not be entitled to receive any further distributions with respect to such interests. Thereafter, the holders of the shares of the Common Stock shall be entitled to receive an amount per share in cash equal to the par value thereof plus the additional capital paid for such Common Stock, if any, in excess of its par value at the time of issuance. All of the remaining balance of the assets shall be distributed among the current and former holders of shares of Common Stock upon the basis of the value of business done with the corporation during the ten fiscal years immediately preceding dissolution as shown by the records of the corporation.

(E) Voting. Each share of Common Stock shall be entitled to one vote on all matters at all meetings of stockholders of the corporation.

(F) Preemptive Rights. No holders of shares of stock of the corporation shall have any preemptive or other right to subscribe to or acquire new or additional shares of stock of the corporation, whether now or hereafter authorized, or to acquire any securities of any type convertible into or carrying the right to subscribe to shares of any class of stock of the corporation.

(G) Operation and Membership. The corporation shall be operated on a cooperative basis for the benefit of the holders of shares of its Common Stock as patrons. The holders of the shares of the Common Stock of the corporation shall be its members.

## II. Preferred Stock

Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed in this Amended and Restated Certificate of Incorporation, as amended from time to time, or in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided herein, in any such resolution or resolutions, or by law.

Authority is hereby expressly granted to the Board of Directors from time to time to issue Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by the General Corporation Law of the State of Delaware. Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Common Stock or any other series of Preferred Stock of any other series to the extent permitted by law. Except as otherwise provided by law or by this Amended and Restated Certificate of Incorporation, no vote of the holders of Preferred Stock or Common Stock shall be a prerequisite to the issuance of any shares of any series of Preferred Stock authorized by and complying with the conditions of the Amended and Restated Certificate of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

FIFTH: The name and mailing address of the sole incorporator are as follows:

Ms. Kristen F. Giordano  
President and CEO  
Creative Eye/ Mira  
222 Rosewood Drive  
Danvers, MA 01923

SIXTH:

(A) The following persons shall serve as initial directors of this corporation until the first annual meeting of the stockholders or until their successors are elected and qualified:

Name	Address
Forest McMullin	179 St. Paul Street Rochester, NY 14604
John Greim	14 E. Third Street Moorestown, NJ 08057
Todd Powell	Post Office Box 4097 Frisco, CO 80443
Mel Baiada, President & CEO	Sengen 1000 Briggs Road Mt. Laurel, NJ 08054

(B) In addition to the powers and authorities hereinbefore or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware, this Amended and Restated Certificate of Incorporation and the Bylaws of the corporation. The Board of Directors is expressly authorized and empowered, in the manner provided in the Bylaws of the corporation, to make, alter, amend and repeal the Bylaws of the corporation in any respect not inconsistent with the laws of the State of Delaware or with this Amended and Restated Certificate of Incorporation.

(C) Any contract, transaction or act of the corporation or of the directors or of any committee which shall be ratified by the holders of a majority of the shares of stock of the corporation present in person or by proxy and voting at any annual meeting, or at any special meeting called for such purpose, shall, insofar as permitted by law or by this

Amended and Restated Certificate of Incorporation, be as valid and as binding as though ratified by every stockholder of the corporation.

(D) No director shall be liable to this corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided, however, that this provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to this corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director or the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of this provision shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

SEVENTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code, or on the application of trustees in dissolution or of any receivers appointed for this corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation as the case may be, and also on this corporation.

EIGHTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.