

Filing fee: \$75.00

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF
IGT-North America (Inc.)

69820

FILED

FEB 17 1995

BY JTB
139319

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-111 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for an Amended Certificate of Authority to transact business in Rhode Island, and for that purpose submits the following statement:

FIRST: A Certificate of Authority was issued to the corporation by your office on September 4, 1992, authorizing it to transact business in Rhode Island under the name of IGT (Inc.), which was subsequently changed to IGT-North America (Inc.) on October 27, 1993.

SECOND: The corporate name of the corporation has been changed to IGT (Inc.)
(If no change, so indicate)

THIRD: The name which it elects to use hereafter in Rhode Island is IGT (Inc.)

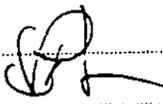
FOURTH: It desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows: No Change
(If no other or additional purposes are proposed, insert "No change.")

FIFTH: Other amendments, if any, to Certificate of Authority previously issued: (see §§7-1.1-103, 7-1.1-109, 7-1.1-110. of the General Laws, 1956, as amended.) (If increase of authorized capital stock, state:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
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- (A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$
- (B): An estimate of the value of its property to be located within Rhode Island during such year is \$
- (C): An estimate of the gross amount of business to be transacted by it during such year is \$
- (D): An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$

Dated 2/11 RECEIVED
SECRETARY OF STATE
CORPORATE 1995
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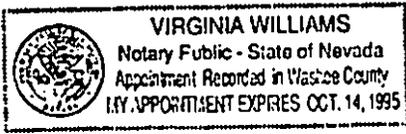
By 
David P. Hanlon
Its President
and 
Frann Gallagher
Its Asst. Secretary

STATE OF Nevada }
COUNTY OF Washoe } sc.

At Reno, Nevada in said County on the 1st day
of February 1995, before me personally appeared David P. Hanlon
+ Frann Gallagher, who being by me first duly sworn, declared that ^{they are} he is the
President and Asst. Secretary of IGT,
that ^{they} he signed the foregoing document as such Officers
of the corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)



ENV. # 661766
E 90758 DF

**CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION OF
IGT - NORTH AMERICA**

JAN 03 1995

No. 35-52

Dean Heller
DEAN HELLER, SECRETARY OF STATE

IGT - North America, a corporation organized under and existing by virtue of the laws of the

State of Nevada, does hereby certify:

FIRST: The following resolution was unanimously adopted on December 30, 1994, by all of the members of the Board of Directors of the corporation by Action of the Board of Directors pursuant to the Bylaws of the corporation:

RESOLVED, the Board of Directors does hereby declare it advisable and in the best interest of the Corporation and does hereby propose that the name of the Corporation be changed, and that Article I of the Articles of Incorporation be amended to read in its entirety as follows:

ARTICLE I

Name

The name of the Corporation is IGT *D*

SECOND: The sole shareholder of the corporation granted such consent in lieu of holding a stockholders' meeting pursuant to the provisions of NRS 78.320 on December 30, 1994, and ratified, adopted and approved the following resolutions:

WHEREAS, the Board of Directors have deemed it advisable and in the best interest of the corporation to amend Article I of the Articles of Incorporation of the corporation, in its entirety in the manner hereafter set forth, and

WHEREAS, the sole shareholder of the corporation, by its written consent pursuant to NRS 78.320 and in accordance with the Bylaws of the corporation, and at the request of the Board of Directors of the corporation, desires to amend the Articles of Incorporation of the corporation in the manner recommended by the Board of Directors, it is

RESOLVED, the Board of Directors does hereby declare it advisable and in the best interest of the Corporation and does hereby propose that the name of the Corporation be changed, and that Article I of the Articles of Incorporation be amended to read in its entirety as follows:

ARTICLE I

Name

The name of the Corporation is IGT.

THIRD: There were 9,812,352 shares held by the sole shareholder of the corporation, International Game Technology, being all of the shares issued and outstanding as of the date of this Certificate of Amendment. By its written consent, pursuant to NRS 78.320, which is attached hereto, International Game Technology voted all of the outstanding shares in favor of adopting the foregoing resolution.

IGT - NORTH AMERICA

By Robert A. Bittman
Robert A. Bittman, President

By Brian McKay
Brian McKay, Secretary

ATTEST:

Brian McKay
Brian McKay, Secretary

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SECRETARY OF STATE

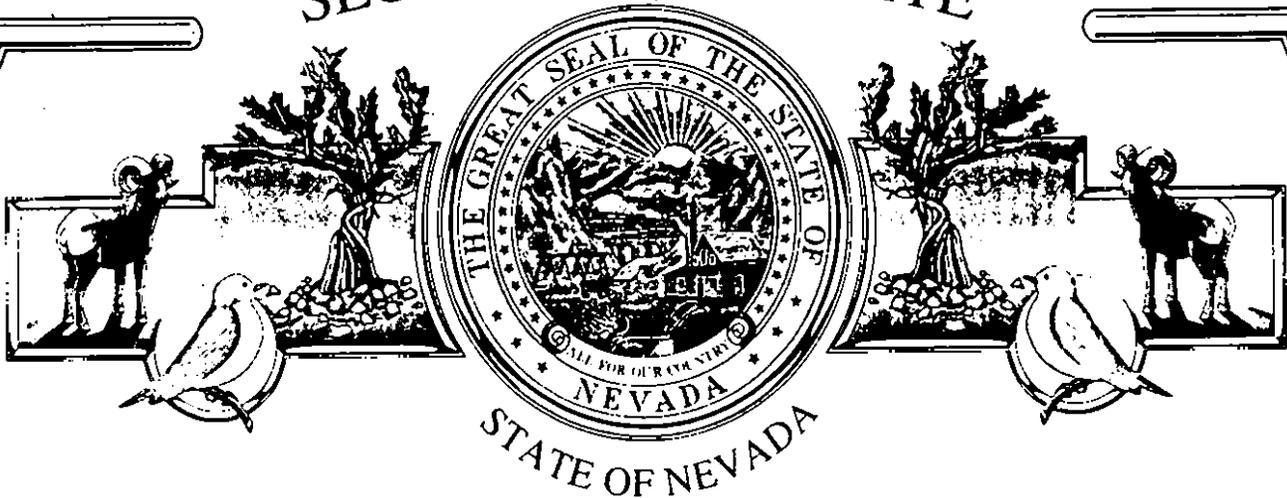
STATE OF NEVADA)
) ss
COUNTY OF WASHOE)

On this 30 day of December, 1994, personally appeared before me, a Notary Public, Robert A. Bittman and Brian McKay, known to me to be the President and Secretary, respectively, of IGT-North America, who acknowledged to me that they executed the foregoing instrument in the capacities and within their authorities as President and Secretary.



Jane E. Healy
Notary Public

SECRETARY OF STATE



CERTIFICATE OF NAME CHANGE

I, DEAN HELLER, the duly qualified and elected Nevada Secretary of State, do hereby certify that on January 3, 1995 a Certificate of Amendment to its Articles of Incorporation changing the corporate name to IGT was filed in this office by IGT - NORTH AMERICA. Said change of name has been made in accordance with the laws of the State of Nevada and that said Certificate of Amendment is now on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 18th day of January, 1995.



Dean Heller
Secretary of State

By *Lisa Rojas*
Certification Clerk

SECRETARY OF STATE



CERTIFICATE OF CORPORATE EXISTENCE (EXCLUDING AMENDMENTS)

I, DEAN HELLER, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations organized under the laws thereof; the revocation of their corporate charters, and their right to transact and carry on their corporate business; and am the proper officer to execute this certificate.

I further certify that, at the date of this certificate, IGT is a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, having fully complied therewith; is entitled to exercise therein all the corporate powers and functions recited in its charter or articles of incorporation, and is in good standing in this State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, this 18th day of January, 1995.



Dean Heller

Secretary of State

By *Aissa Rojas*

Certification Clerk