



Filing fee: \$50.00
 License fee: \$15.00 minimum
 (Section 7-1.1-124)

**APPLICATION FOR
 CERTIFICATE OF AUTHORITY
 OF**

SHOWBIZ PIZZA PLACE, INC.

To the Secretary of State
 of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is SHOWBIZ PIZZA PLACE, INC.

SECOND: The name which it elects to use in Rhode Island is ShowBiz Pizza Place, Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Kansas

FOURTH: The date of its incorporation is April 30, 1980 and the period of its duration is perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is First National Bank Building, Topeka, Ks. 66603

SIXTH: The address of its proposed registered office in Rhode Island is 111 Westminster Street, Providence, R. I. 02903 and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

The operation of pizza restaurants

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
SEE ATTACHED RIDER	Director	
	Director	
	Director	
	President	
	Vice President	
	Secretary	
	Treasurer	

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<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>
10,000	Common		\$1.00

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<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>
10,000	Common		\$1.00

ELEVENTH: The amount of its stated capital as defined by §7-1.1-2 of the General Laws, 1956, as amended, is \$ 10,000.00

TWELFTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 150,000,000.00

THIRTEENTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ -0-

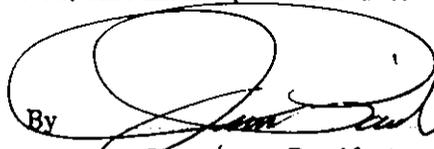
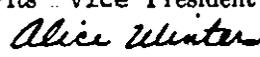
FOURTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ 150,000,000.00

FIFTEENTH: 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 \$ -0-

SIXTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

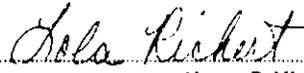
Dated August 10, 1983

SHOWBIZ PIZZA PLACE, INC.
[Exact Corporate Name of Corporation Making Application]

By 
Its Vice President
and 
Its Asst. Secretary

STATE OF TEXAS }
COUNTY OF DALLAS } Sc.

At Irving, Texas in said County on the day
of August 19 83, before me personally appeared
James W. Parrish, who being by me first duly sworn, declared that
he is the Vice-President of SHOWBIZ PIZZA PLACE, INC.,
that he signed the foregoing document as such Vice-President of the
corporation, and that the statements therein contained are true.


Notary Public

(NOTARIAL SEAL)

6-78 *****02... 6300
5312M12 6300 01

SEP 7, 1983
John

THE NAMES AND ADDRESSES OF OFFICERS AND DIRECTORS

<u>NAMES</u>	<u>OFFICES</u>	<u>ADDRESSES</u>
Robert L. Brock	President and Chairman of the Board	4441 West Airport Frwy. Irving, Texas 75062
Harry J. Radford	Executive Vice- President	4441 West Airport Frwy. Irving, Texas 75062
James W. Parrish	Executive Vice- President and Secretary	4441 West Airport Frwy. Irving, Texas 75062
Craig C. Sweeney	Executive Vice- President and Treasurer	4441 West Airport Frwy. Irving, Texas 75062
Robert L. Brock	Director	4441 West Airport Frwy. Irving, Texas 75062
H. Samuel Polack	Director	4441 West Airport Frwy. Irving, Texas 75062
Thomas P. Powell, Jr.	Director	4441 West Airport Frwy. Irving, Texas 75062
James W. Parrish	Director	4441 West Airport Frwy. Irving, Texas 75062
Harry J. Radford	Director	4441 West Airport Frwy. Irving, Texas 75062
Philip R. Kruse	Director	4441 West Airport Frwy. Irving, Texas 75062
Craig C. Sweeney	Director	4441 West Airport Frwy. Irving, Texas 75062
Robert F. Ortegel	Director	4441 West Airport Frwy. Irving, Texas 75062
Aaron Fechter	Director	47 West Jefferson Orlando, Florida 32801
Melvin A. Fechter	Director	47 West Jefferson Orlando, Florida 32801
Gregory F. King	Director	47 West Jefferson Orlando, Florida 32801
Essie P. Fechter	Director	47 West Jefferson Orlando, Florida 32801

STATE OF KANSAS

OFFICE OF SECRETARY OF STATE
JACK H. BRIER • SECRETARY OF STATE



To all to whom these presents shall come, Greeting:

I, JACK H. BRIER, Secretary of State of the State of Kansas, do hereby certify that the following and hereto attached is a true copy of

ARTICLES OF INCORPORATION
of
SHOWBIZ PIZZA PLACE, INC.

FILED:		April 30, 1980
FILED:	AMENDMENT	November 26, 1980
FILED:	AMENDMENT	February 13, 1981
FILED:	AMENDMENT	May 21, 1982
FILED:	AMENDMENT	December 6, 1982

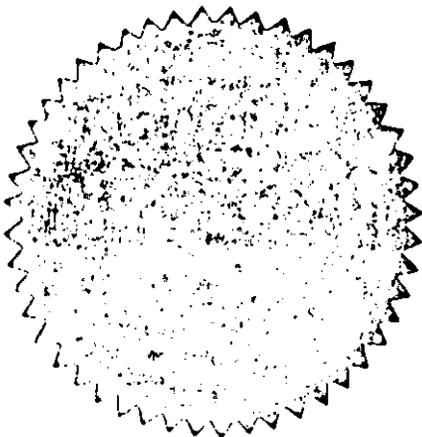
the original of which is now on file and a matter of record in this office.

IN TESTIMONY WHEREOF:

I hereto set my hand and cause to be affixed my official seal

Done at the City of Topeka, this sixteenth day of

August A.D. 1983



Jack H. Brier
JACK H. BRIER
SECRETARY OF STATE

By *Willa M. Roe*
ASSISTANT SECRETARY OF STATE
Willa M. Roe