

\$75.00

24198

Filing fee: ~~0000~~

APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY
OF

SHOWBIZ PIZZA TIME, INC.

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 3, 1983, authorizing it to transact business in Rhode Island under the name of ShowBiz Pizza Time, Inc.

SECOND: The corporate name of the corporation has been changed to N/A

(If no change, so indicate)

THIRD: The name which it elects to use hereafter in Rhode Island is N/A

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:

Authorized Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
30,000,000		Common	\$.10
49,570	A	Preferred	\$ 60.00
500,000	B	Preferred	\$100.00

(A): An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ 137,250,000

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

(C): An estimate of the gross amount of business to be transacted by it during such year is \$ 255,000,000

(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 \$ 0

CP# 83240

RECEIVED
SECRETARY OF STATE
Dated June 17, 1992

JUN 22 3 53 PM '92

Rec'd & Filed JUN 22 1992

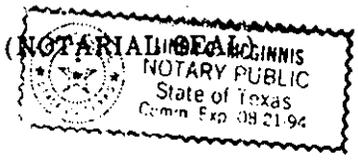
SHOWBIZ PIZZA TIME, INC.

By *Ronald F. Saupé*
Ronald F. Saupé
Its President
Executive Vice President
and *Donald W. Zentmeyer*
Donald W. Zentmeyer
Its Assistant Secretary

STATE OF TEXAS }
COUNTY OF DALLAS } So.

At Irving, Texas in said County on the 17th day
of June 1992, before me personally appeared Ronald F. Saupé and
Donald W. Zentmeyer, who being by me first duly sworn, declared that they are
Executive Vice President and Assistant Secretary, respectively of ShowBiz Pizza Time, Inc.,
they that he signed the foregoing document as such Officers
of the corporation, and that the statements therein contained are true.

Linda C. McInnis
Notary Public



STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
BILL GRAVES



To all to whom these presents shall come, Greetings:

I, Bill Graves, Secretary of State of the State of Kansas, do hereby certify that the attached is a true and correct copy of an original on file and 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 on the date below: JUN 1 1992



A handwritten signature in cursive script that reads "Bill Graves".

BILL GRAVES
SECRETARY OF STATE

BY

A handwritten signature in cursive script that reads "Wella M. Rose".

ASSISTANT SECRETARY OF STATE