

FOOOOOOO 4101

Corporation System
10 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-07/21/00--01045--011
*****70.00 *****70.00

CORPORATION(S) NAME

TD Rowe Amusements, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

07/21/00

7/21

RECEIVED
00 JUL 21 AM 11:36
DIVISION OF CORPORATION

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DIVISION OF CORPORATIONS
00 JUL 21 PM 2:21

**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. TD Rowe Amusements, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Texas 3. 760319810
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 11, 1990 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. Three Riverway, Ste. 1150
Houston, TX 77056
(Current mailing address)

8. Operate coin operated Amusement machines
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(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.

C T Corporation System

Jennifer J. McBurnett
(Registered agent's signature)

Jennifer J. McBurnett
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: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: See attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: See attached list

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Terry W. Davis President

(Typed or printed name and capacity of person signing application)

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TD ROWE OFFICERS AND DIRECTORS

Officers

Terry W. Davis
Chairman and President
3 Riverway, Suite 1150
Houston, TX 77056

Pam Davis
Secretary
3 Riverway, Suite 1150
Houston, TX 77056

Henry Houston
Executive Vice President of
Finance
3 Riverway, Suite 1150
Houston, TX 77056

Mark Levine
Vice President of Operations
3 Riverway, Suite 1150
Houston, TX 77056

Matthew Davis
Vice President of Sales
3 Riverway, Suite 1150
Houston, TX 77056

Nelson Jones
Corporate Controller
3 Riverway, Suite 1150
Houston, TX 77056

Tina Martinez
Treasurer
3 Riverway, Suite 1150
Houston, TX 77056

Directors

Terry W. Davis
Chairman and President
3 Riverway, Suite 1150
Houston, TX 77056

Pam Davis
Secretary
3 Riverway, Suite 1150
Houston, TX 77056

Matthew Davis
Vice President of Sales
3 Riverway, Suite 1150
Houston, TX 77056

Marc L. Davis
Operations Auditor
3 Riverway, Suite 1150
Houston, TX 77056

Michael Davis
Financial Analyst
3 Riverway, Suite 1150
Houston, TX 77056

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The State of Texas

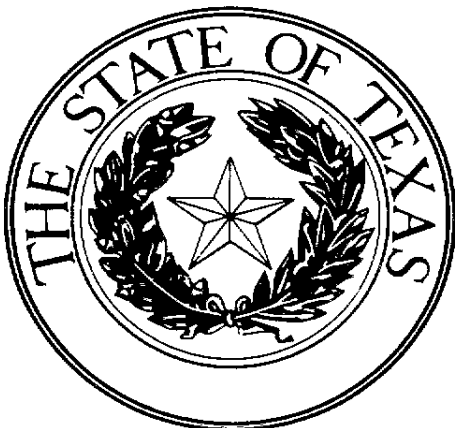
SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

TD ROWE AMUSEMENTS, INC.
File No. 1169541-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
Austin, Texas on July 19, 2000.*



Elton Bomer
Secretary of State DAE