

F03000004563

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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FILED
2008 APR 15 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
Theunis
4-17-08



April 2, 2008

Division of Corporations
P.O. Box 8800
Tallahassee, Florida 32314

***Re: Application to File Amendment to Application for Conducting Affairs in
Florida***

To Whom It May Concern:

Enclosed please find the above referenced application together with a Certificate of Good Standing from the State of Delaware. The response cards for the Annual Filings for corporations: F03000004563 and F0400004893 were previously submitted to you.

Please let me know if you require anything else. I can be contacted by telephone at 760.929.5208 or by email at tara.heinle@ntnbuzztime.com.

Very truly yours,

A handwritten signature in cursive script that reads "Tara D. Heinle".

Tara D. Heinle
Corporate Legal Counsel

Enclosure – Profit Corporation Amendment



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 19, 2008

TARA D. HEINLE, CORPORATE LEGAL COUNSEL
NTN BUZZTIME, INC.
5966 LA PLACE COURT, SUITE 100
CARLSBAD, CA 92008

SUBJECT: NTN COMMUNICATIONS, INC.
Ref. Number: F03000004563

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 708A00016520

RECEIVED
2008 APR 15 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



March 3, 2008

Division of Corporations
P.O. Box 8800
Tallahassee, Florida 32314

**Re: Application to File Amendment to Application for Conducting Affairs in
Florida**

To Whom It May Concern:

Enclosed please find the above referenced application together with a Certificate of Good Standing from the State of Delaware. The response cards for the Annual Filings for corporations: F03000004563 and F0400004893 were previously submitted to you.

Please let me know if you require anything else. I can be contacted by telephone at 760.929.5208 or by email at tara.heinle@ntnbuzztime.com.

Very truly yours,

Tara D. Heinle
Corporate Legal Counsel

RECEIVED
2008 MAR 18 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed Profit Corporation Amendment



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 20, 2008

TARA D. HEINLE, CORPORATE LEGAL COUNSEL
NTN BUZZTIME, INC.
5966 LA PLACE COURT, SUITE 100
CARLSBAD, CA 92008

SUBJECT: NTN COMMUNICATIONS, INC.
Ref. Number: F03000004563

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The document you submitted has been prepared pursuant to nonprofit statutes (chapter 617, Florida Statutes). As the entity was originally filed as a corporation for profit, this document should be filed pursuant to chapter 607, Florida Statutes.

We are enclosing the proper form(s) with instructions for your convenience.

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 208A00010853



February 12, 2008

Division of Corporations
P.O. Box 8800
Tallahassee, Florida 32314

***Re: Application to File Amendment to Application for Conducting Affairs in
Florida***

To Whom It May Concern:

Enclosed please find the above referenced application together with a Certificate of Good Standing from the State of Delaware. Also enclosed, are the response cards for the Annual Filings for corporations: F03000004563 and F0400004893.

Please let me know if you require anything else. I can be contacted by telephone at 760.929.5208 or by email at tara.heinle@ntnbuzztime.com.

Very truly yours,

A handwritten signature in cursive script, reading "Tara D. Heinle".

Tara D. Heinle
Corporate Legal Counsel

RECEIVED
2008 FEB 20 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NTN BUZZTIME, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF JANUARY, A.D. 2008.



2033004 8300

080031989

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6327924

DATE: 01-22-08

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NTN COMMUNICATIONS, INC.", CHANGING ITS NAME FROM "NTN COMMUNICATIONS, INC." TO "NTN BUZZTIME, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2005, AT 1:36 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF JANUARY, A.D. 2006.



2033004 8100

051066649

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4408863

DATE: 12-28-05

Dec 28 05 03:01p

Darlene French-Porter

760-707-1548

p.2
State of Delaware
Secretary of State
Division of Corporations
Delivered 01:36 PM 12/28/2005
FILED 01:36 PM 12/28/2005
SRV 051066649 - 2033004 FILE

CERTIFICATE OF AMENDMENT

TO

RESTATED CERTIFICATE OF INCORPORATION

OF

NTN COMMUNICATIONS, INC.

Andy Wrobel hereby certifies as follows:

1. He is the duly appointed and acting Chief Financial Officer and Secretary of NTN Communications, Inc., a Delaware corporation.

2. The first sentence of Article I of the Restated Certificate of Incorporation of this corporation is hereby amended to read in its entirety as follows:

"The name of the corporation (the "Corporation") is NTN Buzztime, Inc."

3. The foregoing amendment of the Restated Certificate of Incorporation of this corporation has been duly adopted in accordance with Section 242 of the Delaware General Corporation Law effective January 1, 2006.

NTN Communications, Inc. has caused this Certificate of Amendment to Restated Certificate of Incorporation to be signed by Andy Wrobel, its authorized officer, this 28th day of December, 2005.

By:



Andy Wrobel

Chief Financial Officer and Secretary