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Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 538-1575

SK

FOREIGN PROFIT QUALIFICATION

GAME BRANDS INC.

Certificate of Status	0
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Page Count	05
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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. Game Brands Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Int.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 33-1082031

(FEI number, if applicable)

4. 01-03-04

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

1201 Elm Street

7. Dallas, TX 75270

(Principal office address)

(Current mailing address)

8. Any and all lawful activities

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

Florida 32301

(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.

Corporation Service Company

By: Amel Knellung

(Registered agent's signature)

Assistant Vice President

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 business addresses of officers and/or directors:

APR. 16. 2004 10:55AM

CORPORATION SVC CO

NO. 735 P. 3

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A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Marilyn R. Poon V.P. and Secretary

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

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GAME BRANDS INC.Sole Director:

John F. Antiooco

1201 Elm Street, Dallas, TX 75270

Officers:**Chairman of the Board and
Chief Executive Officer**John F. Antiooco
1201 Elm Street, Suite 2100
Dallas, TX 75270**Executive Vice President and President,
International**Chris Wyatt
1201 Elm Street, Suite 2100
Dallas, TX 75270**President and Chief Operating Officer**Nigel Travis
1201 Elm Street, Suite 2100
Dallas, TX 75270**Executive Vice President, Chief Financial
Officer and Chief Administrative Officer**Larry J. Zine
1201 Elm Street, Suite 2100
Dallas, TX 75270**Executive Vice President, Finance, Strategic
Planning and Development**Frank G. Paci
1201 Elm Street, Suite 2100
Dallas, TX 75270**Senior Vice President, Investor Relations and
Corporate Treasurer**Mary Bell
1201 Elm Street, Suite 2100
Dallas, TX 75270**Executive Vice President and
Chief Operations Officer,
North America Operations**Michael K. Rosmer
1201 Elm Street, Suite 2100
Dallas, TX 75270**Senior Vice President and
Assistant Secretary**Richard A. Frank
1201 Elm Street, Suite 2100
Dallas, TX 75270**Executive Vice President and President of
Emerging Brands**Gary A. Ross
1201 Elm Street, Suite 2100
Dallas, TX 75270**Senior Vice President and Chief Information
Officer, North America**John Polizzi
1201 Elm Street, Suite 2100
Dallas, TX 75270**Executive Vice President, Chief Marketing
and Merchandising Officer**Nicholas P. Shepherd
1201 Elm Street, Suite 2100
Dallas, TX 75270**Senior Vice President and Global Chief
Information Officer**Glenn Thistlethwaite
1201 Elm Street, Suite 2100
Dallas, TX 75270**Executive Vice President and
General Counsel**Edward B. Stead
1201 Elm Street, Suite 2100
Dallas, TX 75270**Vice President Taxation**Bruce Lewis
1201 Elm Street, Suite 2100
Dallas, TX 75270**Executive Vice President,
Franchising and Emerging Brands**Eileen Terry
1201 Elm Street, Suite 2100
Dallas, TX 75270**Vice President and Secretary**Marilyn Post
1201 Elm Street, Suite 2100
Dallas, TX 75270**Assistant Secretary**Frank E. Day
1201 Elm Street, Suite 2100
Dallas, TX 75270

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CORPORATION SVC CO

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Delaware

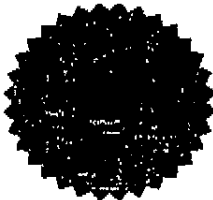
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GAME BRANDS 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 FIFTEENTH DAY OF APRIL, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GAME BRANDS INC." WAS INCORPORATED ON THE EIGHTH DAY OF JANUARY, A.D. 2004.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3750315 8300

AUTHENTICATION: 3055007

040277426

DATE: 04-15-04

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