Document Number Only

Requestor's Name

C T Corporation System

660 East Jefferson Street

000004768

Address Tallahassee, FL 32301	8000024735880 -03/31/9801045022_
City State Zip Phone	*****35.88 *****35.88
CORPORATION(S) NAME	
	sement Conporation
Discovery Zone Childrens-amu	
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Discovery Lone, Ivc	ARE
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() Limited Liability Company () Foreign () Dissolutio	n/Withdrawal () Mark
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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

March 31, 1998

CT Corporation System

Tallahassee, FL

SUBJECT: DISCOVERY ZONE CHILDREN'S AMUSEMENT CORPORATION

Ref. Number: F93000004768

We have received your document for DISCOVERY ZONE CHILDREN'S AMUSEMENT CORPORATION and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please correct the old name of the corporation on the application to DISCOVERY ZONE CHILDREN'S AMUSEMENT CORPORATION.

Please return your document, along with a copy of this letter, within 60 days your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne Senior Section Administrator

Letter Number: 498A0001715

(File 2nd)

APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA SECTION I (1-3 must be completed) 1. Discovery Zone Children's Amusement Corporation Name of corporation as it appears within the records of the Department of State. 2. Incorporated under laws of: Delaware 3. Date authorized to do business in Florida: october 21, 1993 SECTION II (4-7 complete only the applicable changes) 4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? July 29, 1997 5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation: Discovery Zone, Inc. 6. If the amendment changes the period of duration, indicate new period of duration. No Change 7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Signature
Name and Title

Robert G. Rooney

Date

(FLA.- 2251 - 3/19/93)

State of Delaware Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF

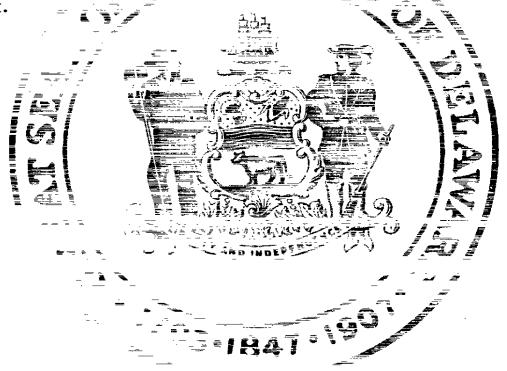
DELAWARE, DO HEREBY CERTIFY THAT THE SAID "DISCOVERY ZONE

CHILDREN'S AMUSEMENT CORPORATION", FILED A COURT ORDERED

CERTIFICATE OF OWNERSHIP, CHANGING ITS NAME TO "DISCOVERY ZONE,

INC.", THE TWENTY-NINTH DAY OF JULY, A.D. 1997, AT 8:30 O'CLOCK

A.M.





Edward J. Freel, Secretary of State

AUTHENTICATION:

2333413 8320

DATE:

8987422

03-23-98