

F93000005719

Peter Pfeiffer
Requester's Name

260 Madison Ave.
Address

NY, NY 10016
City/State/Zip Phone #

212-448-1100

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
00 NOV 21 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

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*****43.75 *****43.75

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

NIC
Amend

Examiner's Initials

CR2E031(7/97)

S. PAYNE NOV 22 2000

per Kory
Davis OK
to change
date on
app in #4

MCLAUGHLIN & STERN, LLP

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NEW YORK, NEW YORK 10016
(212) 448-1100
FAX (212) 448-0066

PETER M. PFEIFFER
E-Mail: ppfeiffer@mclaughlinstern.com

MILLBROOK OFFICE
Franklin Avenue
P.O. Box 1369
Millbrook, New York 12545
(914) 677-5700
Fax (914) 677-0097

October 18, 2000

Qualification and Amendment Sections
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: **Filing of an Application By Foreign Corporation to File Amendment to Application for Authorization for Arthur Treacher's, Inc. (Utah) and Filing of an Application By Foreign Corporation for Authorization for Arthur Treacher's, Inc. (Delaware)**

Dear Sir/Madam:

Enclosed please find an Application By Foreign Corporation to File Amendment to Application for Authorization for Arthur Treacher's, Inc. (Utah) to be filed first and an Application By Foreign Corporation for Authorization to Transact Business in Florida that we have prepared on behalf of Arthur Treacher's Inc. (Delaware) (the "Corporation") to be filed second. The following supporting materials are also attached to the Applications:

1. An original certificate of existence, duly authenticated by the Secretary of State from the State of Delaware, confirming the good standing and corporate existence of the Corporation for the Application By Foreign Corporation for Authorization; and a check for the prescribed registration fee of \$70 made payable to the Florida Department of State.
2. A check in the amount of \$43.75 for the Application By Foreign Corporation to File Amendment to Application for Authorization for Arthur Treacher's, Inc. (Utah) covering the filing fee and the fee for a certified copy.

McLAUGHLIN & STERN, LLP

Once the enclosed application is processed and the Corporation is registered as a foreign corporation to do business in Florida, please provide me with a certified copy of the application.

Very truly yours,

A handwritten signature in black ink, appearing to be 'P. Pfeiffer', written over a horizontal line.

Peter Pfeiffer

PP/atd
enclosure

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN
FLORIDA**

FILED
00 NOV 21 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. Arthur Treacher's, Inc.
Name of corporation as it appears within the records of the Department of State
2. Incorporated under laws of: Utah
3. Date authorized to do business in Florida: December 16, 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 31, 2000

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Digital Creative Development Corporation

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.


Signature

Name and Title

William Saculla, Secretary

10/18/00
Date



Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, Box 146705
Salt Lake City, UT 84114-6705
Phone: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web site: <http://www.commerce.state.ut.us>

Registration Number: 813295-0142

Business Name: DIGITAL CREATIVE DEVELOPMENT CORPORATION

Registered Date: SEPTEMBER 23, 1982

11/14/00

CERTIFICATE OF CORPORATION AMENDMENT ENACTING CHANGE OF NAME

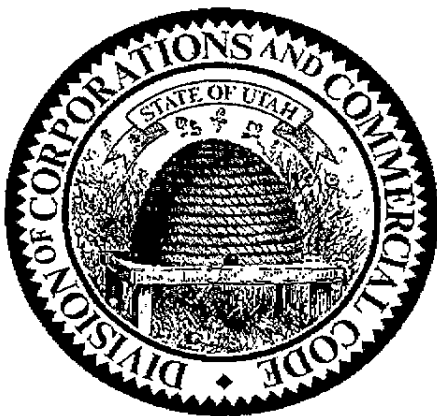
THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT THE ATTACHED IS A TRUE, CORRECT AND COMPLETE COPY OF THE AMENDMENT TO THE ARTICLES SUBMITTED BY

ARTHUR TREACHER'S, INC.

FOR APPROVAL AND FILING BY THIS OFFICE ON JULY 31, 2000, AND THAT THE BUSINESS NAME IS CHANGED THEREBY TO

DIGITAL CREATIVE DEVELOPMENT CORPORATION

AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Lorena Riffo-Jenson
Division Director of
Corporations and Commercial Code

Dept. of Professional Licensing
(801)530-6628

Real Estate
(801)530-6747

Public Utilities
(801)530-6651

Securities
(801)530-6600

Consumer Protection
(801)530-6601

FILED

JUL 31 2000

Utah Div. Of Corp. & Comm. Code

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ARTHUR TREACHER'S, INC.**

State of Utah
Department of Commerce
Division of Corporations and Commercial Code

I Hereby certify that the foregoing has been filed
and approved on this 21 day of July, 2000
in the office of this Division and hereby issue
this Certificate thereof.

Examiner

Date 8/1/00



LORENA RIFFO-JENSON
DIVISION DIRECTOR

To the Secretary of State:

Pursuant to the provisions of the Utah law, the undersigned corporation hereby amends
its Articles of Incorporation, and for that purpose, submits the following statements:

(1) The name of the corporation is Arthur Treacher's, Inc.

(2) The text of each amendment adopted is:

"FIRST: The name of the corporation is Digital Creative Development
Corporation."

"FOURTH: The total number of shares of capital stock which the
corporation shall have authority to issue is 85,000,000 of which
75,000,000 shall be Common Stock, par value \$.01 per share, and
10,000,000 shall be Preferred Stock, par value \$0.01 per share."

(3) The First amendment was duly adopted on May 1, 2000 by the shareholders in accordance
with the provisions of Section 16-10a-704.

(a) Of the 15,424,004 shares of Common Stock, \$.01 par value, entitled to vote on the
amendment, 8,040,470 were represented by a majority of the shareholders by written
consent on May 1, 2000; and

(b) The following number of shares of Common Stock have been voted in favor of and
against the adoption of the resolution:

8,040,470 shares in Favor
0 shares against
0 abstain

(4) The Fourth Amendment was duly adopted on May 1, 2000 by the shareholders in accordance
with the provisions of Section 16-10a-704.

(a) Of the 15,424,004 shares of Common Stock, \$.01 par value, entitled to vote on the
amendment, 8,040,470 were represented by a majority of the shareholders by written
consent on May 1, 2000; and

(b) The following number of shares of Common Stock have been voted in favor of and

Date 07/27/2000
Receipt Number 00004
Amount Paid \$25.00

07-21-00 161515-11

against the adoption of the resolution:

8,040,470 shares in Favor
0 shares against
0 abstain

The number of votes casted for each amendment was sufficient for the approval of each amendment by a majority of the shareholders entitled to vote thereon.

[Signature Page Follows]

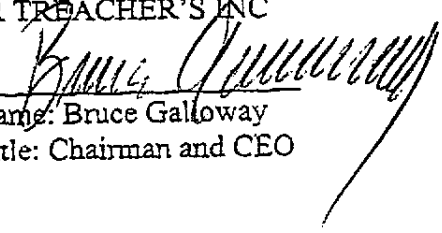
Jul-27-2000 12:29pm From-

T-114 P.004/004 F-631

Dated: July 27, 2000

ARTHUR TREACHER'S INC

By:


Name: Bruce Galloway

Title: Chairman and CEO