

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. Forest Chance and Gurney 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. Delaware
(State or country under the law of which it is incorporated)
3. 51-0364201
(FEI number, if applicable)
4. 8-15-95
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. 11-6-95
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 301 Arthur D. Ave
Newark, DE 19711
(Current mailing address)
8. To operate a family fun center (Arcade)
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: Gwen Garner
Office Address: 5100 W 9th Ave Space 919
Pensacola, Florida, 32504
(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.
Gwen Garner
(Registered agent's signature)
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 Arthur P Helmsick

Address 301 Arthur Drive Newark, DE 19711

Vice Chairman _____

Address: _____

Director: Lee B Zaben

Address: 301 Arthur Drive Newark, DE 19711

Director: _____

Address: _____

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

President: Arthur P Helmsick

Address: 301 Arthur Drive Newark, DE 19711

Vice President: Lee B Zaben

Address: 301 Arthur Drive Newark, DE 19711

Secretary: Lee B Zaben

Address: 301 Arthur Drive Newark, DE 19711

Treasurer: _____

Address: _____

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

13. Arthur P Helmsick

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

14. Arthur P Helmsick President

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

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POCKET CHANGE AND GAMES, 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 ELEVENTH DAY OF OCTOBER, A.D. 1995.

RECORDED
INDEXED
OCT 11 1995



Edward J. Freel

Edward J. Freel, Secretary of State

2533960 8300
950233340

AUTHENTICATION
DATE 7670742
10-11-95