

F99000000458



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 108345 4331602

AUTHORIZATION :

Patricia Pujat

COST LIMIT : \$ 70.00

ORDER DATE : January 21, 1999

ORDER TIME : 9:35 AM

ORDER NO. : 108345-005

100002753071--5

CUSTOMER NO: 4331602

CUSTOMER: Michael Milam, Legal Assistant
Munsch Hardt Kopf & Harr, P.C.
4000 Fountain Place
1445 Ross Avenue
Dallas, TX 75202-2790

FOREIGN FILINGS

NAME: AUSTIN MGPC, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

FILED
99 JAN 25 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL JAN 25 1999

RECEIVED
99 JAN 25 AM 10:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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. AUSTIN MGPC, 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. TEXAS 3. 74-2471138
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. DECEMBER 27, 1985 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. DECEMBER 31, 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 717 N. HARWOOD, SUITE 1650

DALLAS, TEXAS 75201
(Current mailing address)
TO MANAGE AMUSEMENT CENTERS

8. _____
(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, 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: Deborah W. Skipper
(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.

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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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

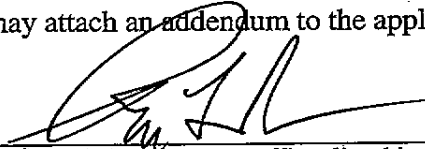
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard M. Fitch VP
(Typed or printed name and capacity of person signing application)

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**OFFICERS AND DIRECTORS
OF
AUSTIN MGPC, INC.**

Robert A. Whitman
717 N. Harwood, Suite 1650
Dallas, Texas 75201

Chairman of the Board

Richard N. Beckert
717 N. Harwood, Suite 1650
Dallas, Texas 75201

President / Chief Executive Officer

Richard M. FitzPatrick
717 N. Harwood, Suite 1650
Dallas, Texas 75201

Vice President / Chief Financial Officer

Kenneth Grissom
717 N. Harwood, Suite 1650
Dallas, Texas 75201

Vice President

James T. Hands
717 N. Harwood, Suite 1650
Dallas, Texas 75201

Vice President

Kym Irvin
717 N. Harwood, Suite 1650
Dallas, Texas 75201

Secretary

Jeanette Keith
717 N. Harwood, Suite 1650
Dallas, Texas 75201

Controller / Assistant Secretary

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TALLAHASSEE, FLORIDA



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that
Articles of Incorporation of

AUSTIN MGPC, INC.
File No. 779517-00

were filed in this office and a certificate of incorporation was issued to this corporation,
and no certificate of dissolution is in effect and the corporation is currently in existence.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on January 22, 1999.*



Secretary of State

DAE