

01-23-2003



102345272

To the Honorable Commissioner of Patents and Trademarks: Please record original documents or copy thereof.

1. Name of conveying party(ies): ShowBiz Merchandising, Inc. 1-21-03
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State - Nevada
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: ShowBiz Merchandising, L.P.
Internal Address:
Street Address: 4441 West Airport Freeway
City: Irving State: TX Zip: 75062
Individual(s) citizenship
Association
General Partnership
[X] Limited Partnership Texas
Corporation-State
Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
[X] Other Conversion
Execution Date: 11/21/02

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 75/866,233
B. Trademark Registration No.(s) 1,203,974
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: S. Roxanne Edwards
Internal Address: 2300 Trammell Crow Center
Street Address: 2001 Ross Avenue
City: Dallas State: TX Zip: 75201

6. Total number of applications and registrations involved: 28
7. Total fee (37 CFR 3.41): \$ 715.00
[X] Enclosed
Authorized to be charged to deposit account

8. Deposit account number:
OFFICE OF PUBLIC RECORDS
FINANCE SECTION
2003 JAN 21 PM 2:19

DO NOT USE THIS SPACE

9. Signature:
DBYRNE 00000081 75866233
S. Roxanne Edwards
Name of Person Signing Signature Date 1/13/03
Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

24082281.36

**ADDITIONAL U.S. TRADEMARK APPLICATIONS**

<b>MARK</b>	<b>SERIAL NO.</b>	<b>APPLICATION DATE</b>
CHUCK E.'S FAMILY FUN TIME	76/132885	09/21/2000
EVERYONE'S A WINNER!	76/041,642	05/05/2000
TICKET MUNCHER	76/130820	09/19/2000
TODDLER ZONE	75/916998	02/10/2000
TOKEN SAVERS\$	75/679800	04/08/1999
WE'RE MAKING MAGIC AT CHUCK E. CHEESE	75/650264	02/26/1999

**ADDITIONAL U.S. TRADEMARK REGISTRATIONS**

<b>MARK</b>	<b>REGISTRATION NO.</b>	<b>REGISTRATION DATE</b>
CHUCK E CHEESE'S & Design	2,055,026	04/22/1997
CHUCK E CHEESE & Design	2,394,108	10/10/2001
CHUCK E. CHEESE'S (color claim)	2,426,647	02/06/2001
MISCELLANEOUS DESIGN (Jasper T. Jowls)	1,612,379	09/04/1990
MISCELLANEOUS DESIGN (Helen Henny)	2,500,687	10/23/2001
FAMILY SAVER	2,541,009	02/19/2002
FUN SAVER	2,541,010	02/19/2002
GALAXY 5000	2,413,691	12/19/2000
HELEN HENNY	1,622,935	11/13/1990
JASPER T. JOWLS	1,634,418	02/05/1991
KID CHECK	2,640,269	10/22/2002
KID CHECK & Design	1,996,403	08/27/1996
MISCELLANEOUS DESIGN (Mr. Munch)	2,341,951	04/11/2000
MR. MUNCH	1,630,366	01/01/1991
PASQUALLY	1,634,417	02/05/1991
MISCELLANEOUS DESIGN (Pasqually)	2,341,950	04/11/2000
SKYTUBES	2,553,761	03/26/2002
SUPER SAVERS	2,669,485	12/31/2002
THE REAL COOL PLACE TO BE A KID	2,256,058	06/22/1999
WHERE A KID CAN BE A KID	1,506,573	09/27/1988

Corporations Section  
P.O. Box 13697  
Austin, Texas 78711-3697



Gwyn Shea  
Secretary of State

Office of the Secretary of State

**CERTIFICATE OF CONVERSION  
OF**

**ShowBiz Merchandising, L.P.  
Filing Number: 800144995**

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion of

ShowBiz Merchandising, Inc.  
Filing Number: NOT APPLICABLE

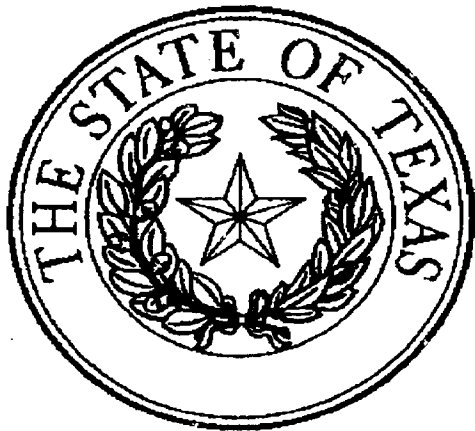
Converting it to

ShowBiz Merchandising, L.P.

have been received in this office as of the date of this certificate. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Dated: 11/21/2002

Effective: 11/21/2002



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea  
Secretary of State

*Come visit us on the Internet @ <http://www.sos.state.tx.us/>*

(512) 463-5555

FAX (512) 463-5709

TTY (800) 735-2989

**TRADEMARK  
REEL: 002654 FRAME: 0062**

**ARTICLES OF CONVERSION  
OF  
SHOWBIZ MERCHANDISING, INC.  
INTO  
SHOWBIZ MERCHANDISING, L.P.**

**FILED**  
In the Office of the  
Secretary of State of Texas

**NOV 21 2002**

Corporations Section

Pursuant to the provisions of Section 2.15(e) of the Texas Revised Limited Partnership Act (the "Act"), the undersigned adopts the following Articles of Conversion (the "Articles") for the purpose of effecting the conversion of ShowBiz Merchandising, Inc., a Nevada corporation (the "Converting Entity"), into ShowBiz Merchandising, L.P., a Texas limited partnership (the "Converted Entity"), in accordance with Section 2.15(b) of the Act.


The undersigned, as the duly authorized representative of the Converting Entity, hereby certifies as follows:

1. The name of the Converting Entity is "ShowBiz Merchandising, Inc." and its state of incorporation is Nevada. The Converted Entity is a Texas limited partnership.
2. A Plan of Conversion (the "Plan") has been approved.
3. An executed copy of the Plan is on file at the principal place of business of the Converting Entity at 101 Convention Center Drive, Suite 850, Las Vegas, Nevada 89109, and following the conversion an executed copy of the Plan will be on file at the principal place of business of the Converted Entity at 4441 West Airport Freeway, Irving, Texas 75062.
4. A copy of the Plan will be furnished by the Converting Entity (prior to the conversion) or the Converted Entity (after the conversion), on written request and without cost, to any member of the Converting Entity or the Converted Entity.

Approval of the Plan was duly authorized and all action required by the laws under which the Converting Entity was incorporated and by its constituent documents.

DATED: November 20, 2002

**SHOWBIZ MERCHANDISING, INC.**

By:   
Name: David A. Dech  
Its: Vice President

DALLAS 1397252336  
12155-66



**Office of the Secretary of State**

**CERTIFICATE OF FILING  
OF**

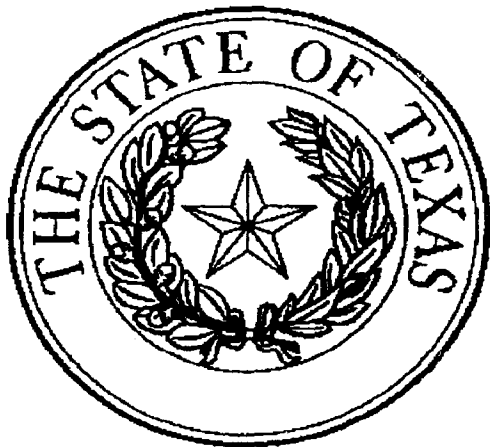
ShowBiz Merchandising, L.P.  
Filing Number: 800144995

The undersigned, as Secretary of State of Texas, hereby certifies that a certificate of limited partnership for the above named limited partnership has been received in this office and filed as provided by law on the date shown below.

Accordingly, the undersigned, as Secretary of State hereby issues this Certificate evidencing the filing in this office.

Dated: 11/21/2002

Effective: 11/21/2002



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea  
Secretary of state

**CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
SHOWBIZ MERCHANDISING, L.P.**

The undersigned, as general partner (the "General Partner") of ShowBiz Merchandising, L.P. (the "Partnership"), desiring to form a limited partnership pursuant to the Texas Revised Limited Partnership Act ("TRLPA"), as set forth in the Revised Civil Statutes of the State of Texas, hereby certifies and states as follows:

1. The name of the Partnership is ShowBiz Merchandising, L.P.
2. The address of the registered office is 4441 West Airport Freeway, Irving, Texas 75062. The name and address of the registered agent of the Partnership for service of process is Corporation Service Company, One Commodore Plaza, 800 Brazos St., Suite 750, Austin, Texas 78701-2507.
3. The address of the principal office of the Partnership in the United States where records are to be kept or made available under Section 1.07 of the TRLPA is 4441 West Airport Freeway, Irving, Texas 75062.
4. The name, mailing address and street address of the General Partner is CEC Entertainment, Inc., 4441 W. Airport Freeway, Irving, Texas 75062.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the 20 day of November, 2002.

**GENERAL PARTNER:**

**CEC ENTERTAINMENT, INC.**

By:   
Name: Marshall Fisco  
Title: Vice President

DALLAS 1072491PM  
12155-66 11/20/2002