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98000002211

CF CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

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-04/20/98--01044--003
*****70.00 *****70.00

CORPORATION(S) NAME

WMS Industries, Inc

04/20

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Jeff

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. WMS INDUSTRIES 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 3. 36-2814522
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 20, 1974 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. April 1, 1998
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))

7. 3401 N. California Ave.
Chicago, Illinois 60618
(Current mailing address)

8. Holding Company
(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:

Name: C T CORPORATION SYSTEM
Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T CORPORATION SYSTEM

James M. Halpin
(Registered agent's signature) (Officer)

James M. Halpin, Asst. Secretary
(Type Name and Title of Officer)

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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:

A. DIRECTORS (Street address only - P.O. Box **NOT** acceptable) Please see attached Exhibit A

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box **NOT** acceptable) Please see attached Exhibit A

President: _____

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. Orrin J. Edidin, Vice President, Secretary & General Counsel
(Typed or printed name and capacity of person signing application)

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Exhibit A

WMS INDUSTRIES INC.
BOARD OF DIRECTORS

<u>Name</u>	<u>Address</u>
Nicastro, Louis J. Chairman	313 ½ Worth Ave. Suite 2 Palm Beach, FL 33480
Menell, Norman J.	3326 Sable Cove Longboat Key, FL 34228-4157
Bartholomay, William C.	Near North National Group 875 N. Michigan Ave., 20th Fl. Chicago, IL 60611
McKenna, William E.	912 Oxford Way Beverly Hills, CA 90210
Nicastro, Neil D.	Midway Games Inc. 3401 North California Ave. Chicago, IL 60618
Reich, Harvey	Robinson Brog Leinwand Greene Genovese & Gluck, P.C. 1345 Ave. of Americas, 31st Floor New York, NY 10105
Satz, Jr., David M.	Saiber Schlesinger Satz & Goldstein One Gateway Center 13 th Floor Newark, NJ 017102-5311
Sheinfeld, Ira S.	Squadron, Ellenoff, Plesent & Sheinfeld LLP 551 Fifth Avenue, 23rd Flr. New York, NY 10176-0001

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Exhibit B

WMS INDUSTRIES INC.
OFFICERS

<u>Office</u>	<u>Name</u>	<u>Address</u>
President, Chief Executive Officer, Chief Operating Officer & Director	Louis J. Nicastro	WMS Industries Inc. 313½ Worth Ave. Suite 2 Palm Beach, FL 33480
Vice President- Finance, Treasurer & Chief Financial Officer	Harold H. Bach, Jr.	WMS Industries Inc. 3401 North California Ave. Chicago, IL 60618
Vice President Secretary & General Counsel	Orrin J. Edidin	WMS Industries Inc. 3401 North California Ave. Chicago, IL 60618

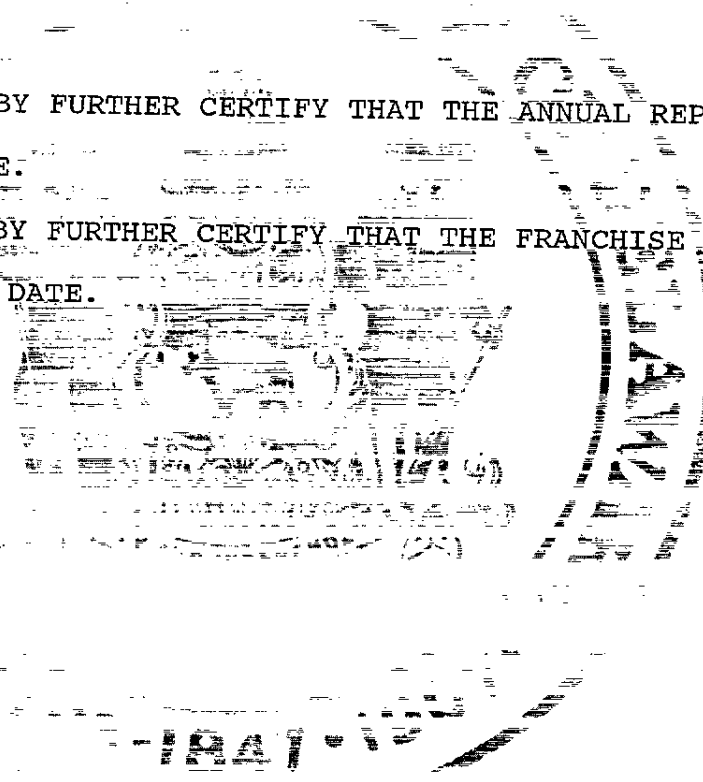
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WMS INDUSTRIES 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 SIXTEENTH DAY OF APRIL, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

9028923

DATE:

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