

11-16-1998



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year

- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Resorts International, Inc.

06301995

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Griffin Gaming & Entertainment, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 1133 Boardwalk

Address (line 2) _____

Address (line 3) Atlantic City

NJ/USA

08401

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
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REEL: 1813 FRAME: 0132

11/13/98
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

<input type="text" value="1731678"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Stephen P. Demm

Name of Person Signing

Stephen P. Demm

Signature

November 5, 1998

Date Signed

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "RESORTS INTERNATIONAL, INC.", CHANGING ITS NAME FROM "RESORTS INTERNATIONAL, INC." TO "GRIFFIN GAMING & ENTERTAINMENT, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JUNE, A.D. 1995, AT 9:01 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7569775

07-11-95

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**CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
RESORTS INTERNATIONAL, INC.**

Resorts International, Inc., a corporation existing under the laws of the State of Delaware (the "Corporation"), hereby certifies that the amendments set forth below were duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

1. Article I of the Corporation's Restated Certificate of Incorporation is hereby amended to read in its entirety as follows:

"ARTICLE I

NAME

The name of the Corporation is
"Griffin Gaming & Entertainment, Inc."

2. Article IV of the Corporation's Restated Certificate of Incorporation is hereby amended by:

- (a) Amending the first sentence of Paragraph A thereof to read in its entirety as follows:

"The total number of shares of capital stock of all classifications which the Corporation shall have authority to issue is 30,120,000 consisting of (i) 10,000,000 shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock"), and (ii) 20,120,000 shares of common stock, consisting of 20,000,000 shares of Common Stock, par value \$.01 per share (the "Common Stock"), and 120,000 shares of Class B Common Stock, par value \$.01 per share (the "Class B Common Stock", and collectively with the Common Stock, the "RII Common Stock")."; and

- (b) Adding the following Paragraph G, which reads in its entirety as follows:

"G. Reverse Stock Split. At 5:00 p.m., eastern daylight time, on June 30, 1995 (the "Reverse Split Date"), each share of Common Stock issued and outstanding

immediately prior to the Reverse Split Date (referred to in this Paragraph G as the "Old Common Stock") automatically and without any action on the part of the holder thereof will be reclassified and changed into one-fifth of a share of Common Stock, par value \$0.01 per share (referred to in this Paragraph G as the "New Common Stock", which is the Common Stock authorized under Paragraph A of this Article IV), subject to the treatment of fractional share interests as described below. Each holder of a certificate or certificates that immediately prior to the Reverse Split Date represented outstanding shares of Old Common Stock (the "Old Certificates") will be entitled to receive, upon surrender of such Old Certificates to the Company's exchange agent (the "Exchange Agent") for cancellation, a certificate or certificates (the "New Certificate", whether one or more) representing the number of whole shares of the New Common Stock into which and for which the shares of the Old Common Stock formerly represented by such Old Certificates so surrendered are reclassified under the terms hereof. From and after the Reverse Split Date, Old Certificates shall represent only the right to receive New Certificates (and, where applicable, cash in lieu of fractional shares, as provided below) pursuant to the provisions hereof. No certificates or scrip representing fractional share interests in New Common Stock will be issued, and no such fractional share interest will entitle the holder thereof to vote, or to any rights of a shareholder of the Company. In lieu of any such fractional shares of New Common Stock, a certificate or certificates evidencing the aggregate of all fractional shares otherwise issuable (rounded, if necessary, to the next higher whole share) shall be issued to the Company's Exchange Agent, or its nominee, as agent for the accounts of all holders of shares of Old Common Stock otherwise entitled to have a fraction of a share of New Common Stock issued to them. Sales of fractional interests of New Common Stock

shall be effected by the Exchange Agent as soon as practicable on the basis of prevailing market prices of the New Common Stock on the American Stock Exchange at the time of sale. After the Reverse Split Date, the Exchange Agent will pay to such stockholders their pro rata share of the net proceeds derived from the sale of their fractional interests in the New Common Stock upon surrender of their Old Certificates. If more than one Old Certificate shall be surrendered at one time for the account of the same stockholder, the number of full shares of New Common Stock for which New Certificates shall be issued shall be computed on the basis of the aggregate number of shares represented by the Old Certificates so surrendered. In the event that the Company's Exchange Agent determines that a holder of Old Certificates has not tendered all his certificates for exchange, the Exchange Agent shall carry forward any fractional share until all certificates of that holder have been presented for exchange such that payment for fractional shares to any one person shall not exceed the value of four-fifths of one share of New Common Stock. The Old Certificates surrendered for exchange shall be properly endorsed and otherwise in proper form for transfer, and the person or persons requesting such exchange shall affix any requisite stock transfer tax stamps to the Old Certificates surrendered, or provide funds for their purchase, or establish to the satisfaction of the Exchange Agent that such taxes are not payable. From and after the Reverse Split Date the amount of capital represented by the shares of the New Common Stock into which and for which the shares of the Old Common Stock are reclassified under the terms hereof shall be the same as the amount of capital represented by the shares of Old Common Stock so reclassified, until thereafter reduced or increased in accordance with applicable law."

IN WITNESS WHEREOF, the undersigned has signed this
Amendment to Restated Certificate of Incorporation on this
~~30th~~ day of JUNE, 1995.

By:


David G. Bowden
Secretary

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