

09-13-1999

J.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

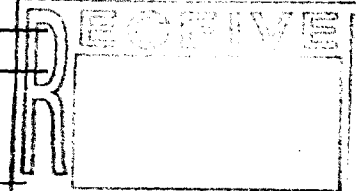
9-9-99



Tab settings

101143721

To the Honorable Commissioner of Patents and Trademarks, Please return the attached original documents or copy thereof.



1. Name of conveying party(ies):  
Circus Circus Enterprises, Inc.

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State NV  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  
 Yes     No

2. Name and address of receiving party(ies):  
 Name: Mandalay Resort Group  
 Internal Address: \_\_\_\_\_  
 Street Address: 3950 Las Vegas Blvd. South  
 City: Las Vegas State: NV ZIP: 89119

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Nevada  
 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  
 Other \_\_\_\_\_

Execution Date: June 17, 1999

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
 See Attached

Additional numbers attached?  Yes  No

B. Trademark registration No.(s) 891114  
 See Attached

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Whitney Thier  
 Internal Address: Quirk & Tratos  
Suite 500 North  
 Street Address: 3773 Howard Hughes  
Parkway  
 City: Las Vegas State: NV ZIP: 89109

6. Total number of applications and registrations involved: 63

7. Total fee (37 CFR 3.41): ..... \$ 1590.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_  
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

09/10/1999 MTHRI1 00000137 891114  
 01 FC:481 40.00 OR  
 02 FC:482 1550.00 00

9. 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.*

Whitney Thier                      [Signature]                      9/3/99  
 Name of Person Signing                      Signature                      Date

Total number of pages comprising cover sheet: 8

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

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

Public burden reporting for this sample cover sheet is estimated to average 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011).

RECORDATION FORM COVER SHEET (CONTINUATION)

REGISTRATION NUMBER

Mark: Circus Circus  
Class: 41  
Registration No.: 891,114

Mark: Circus Circus  
Class: 41,42  
Registration No.: 1,164,962

Mark: Circus Circus  
Class: 41,42  
Registration No.: 1,231,412

Mark: Circus Circus Clown Board (sign design)  
Class: 41,42  
Registration No.: 1,231,413

Mark: Circus Circus Clown Design  
Class: 41,42  
Registration No.: 1,231,414

Mark: Circus Circus (stylized)  
Class: 41,42  
Registration No.: 1,232,243

Mark: The Steak House  
Class: 42  
Registration No.: 1,253,299

Mark: Clown Emblem (logo)  
Class: 41  
Registration No.: 1,352,157

Mark: Clown Emblem (logo)  
Class: 42  
Registration No.: 1,352,234

Mark: Circusland  
Class: 42  
Registration No.: 1,430,673

**Mark: Excalibur**  
**Class: 41**  
**Registration No.: 1,549,563**

**Mark: Excalibur**  
**Class: 42**  
**Registration No.:1,659,163**

**Mark: Twin Thunder**  
**Class: 41**  
**Registration No.: 1,708,764**

**Mark: Circus Bucks**  
**Class: 41**  
**Registration No.: 1,735,403**

**Mark: Money Express**  
**Class: 41**  
**Registration No.: 1,751,646**

**Mark: Circus Safari**  
**Class: 41**  
**Registration No.: 1,760,368**

**Mark: Slots A Fun**  
**Class: 41**  
**Registration No.: 1,785,904**

**Mark: Slots A Fun W/design**  
**Class: 41**  
**Registration No.: 1,788,529**

**Mark: Silver City**  
**Class: 41**  
**Registration No.: 1,788,529**

**Mark: Grand Slam Canyon**  
**Class: 41**  
**Registration No.: 1,839,081**

**Mark: Fastest Cash**  
**Class: 41**  
**Registration No.: 1,842,518**

**Mark: Enlightened Society For Global Transformation (and design)**

**Class: 41**

**Registration No.: 1,901,323**

**Mark: Be a Kid Again**

**Class: 41**

**Registration No.: 1,913,881**

**Mark: Be a Kid Again**

**Class: 42**

**Registration No.: 1,914,007**

**Mark: Nevada Landing**

**Class: 41**

**Registration No.: 1,973,787**

**Mark: Nevada Landing**

**Class: 42**

**Registration No.: 1,973,788**

**Mark: Gold Strike**

**Class: 41**

**Registration No.: 1,976,731**

**Mark: Gold Strike**

**Class: 42**

**Registration No.: 1,976,732**

**Mark: Nevada Landing**

**Class: 25**

**Registration No.: 1,976,733**

**Mark: Railroad Pass**

**Class: 41**

**Registration No.: 1,976,734**

**Mark: Railroad Pass**

**Class: 42**

**Registration No.: 1,979,701**

**Mark: Railroad Pass**

**Class: 25**

**Registration No.: 1,987,060**

Mark: Silver Baron  
Class: 42  
Registration No.: 2,032,577

Mark: Grand Slam Canyon Adventuredome (and design)  
Class: 41  
Registration No.: 2,093,344

Mark: Money for Nothing  
Class: 41  
Registration No.: 2,158,932

## SERIAL NUMBER

Mark: Feng Shui  
Class: 42  
Serial No.: 74/648,034

Mark: Gold Strike  
Class: 25  
Serial No.: 74/695,532

Mark: Grandissimo  
Class: 25  
Serial No.: 75/085,820

Mark: Grandissimo  
Class: 21  
Serial No.: 75/085,821

Mark: Grandissimo  
Class: 16  
Serial No.: 75/085,822

Mark: Grandissimo  
Class: 3  
Serial No.: 75/085,823

Mark: Grandissimo  
Class: 42  
Serial No.: 75/085,925

**Mark: Grandissimo**  
**Class: 41**  
**Serial No.: 75/085,926**

**Mark: Krakatoa**  
**Class: 42**  
**Serial No.: 75/377,414**

**Mark: The Bullion Bar**  
**Class: 42**  
**Serial No.:75/414,272**

**Mark: 24 Karat Excitement 24 Hours A Day**  
**Class: 41**  
**Serial No.:75/414,273**

**Mark: Liquid Assets**  
**Class: 42**  
**Serial No.:75/414,274**

**Mark: The Millennium Theatre**  
**Class: 41**  
**Serial No.:75/414,355**

**Mark: 24 Karat Excitement**  
**Class: 41**  
**Serial No.:75/414,366**

**Mark: Gold Strike Exchange**  
**Class: 36**  
**Serial No.:75/414,367**

**Mark: Mandalay Bay**  
**Class: 21**  
**Serial No.: 75/421,068**

**Mark: Mandalay Bay**  
**Class: 25**  
**Serial No.:75/421,217**

**Mark: Mandalay Bay**  
**Class: 42**  
**Serial No.:75/421,221**

**Mark: Mandalay Bay**  
**Class: 41**  
**Serial No.:75/421,222**

**Mark: Mandalay Bay**  
**Class: 35**  
**Serial No.:75/421,223**

**Mark: The Atrium Cafe**  
**Class: 42**  
**Serial No.:75/452,778**

**Mark: Chicago Steakhouse**  
**Class: 42**  
**Serial No.:75/414,272**

**Mark: Mandalay Bay Resort & Casino**  
**Class: 42**  
**Serial No.:75/486,535**

**Mark: Mandalay Bay Resort & Casino**  
**Class: 41**  
**Serial No.:75/486,548**

**Mark: Money Express**  
**Class: 41**  
**Serial No.:75/648,481**

**Mark: Mandalay Resort Group**  
**Class: 42**  
**Serial No.:75/680,818**

**Mark: Mandalay Resort Group and design**  
**Class: 42**  
**Serial No.:75/719,574**

**Mark: Mandalay Resort Group and design**  
**Class: 41**  
**Serial No.:75/719,211**

JUN 18 1999

IN THE OFFICE OF  
*Dean Hill*  
DEAN HILLER SECRETARY OF STATE

CERTIFICATE OF AMENDMENT  
OF  
RESTATED ARTICLES OF INCORPORATION  
OF  
CIRCUS CIRCUS ENTERPRISES, INC.

Glenn W. Schaeffer and Yvette E. Landau certify that:

A. They are the President and Secretary, respectively, of Circus Circus Enterprises, Inc., a Nevada corporation (the "Corporation").

B. Resolutions were duly adopted by the Corporation's Board of Directors proposing and declaring advisable the amendment to and restatement of Article I of the Corporation's Restated Articles of Incorporation to read in its entirety as follows:

"ARTICLE I

The name of the corporation is Mandalay Resort Group."

C. The foregoing amendment to the Corporation's Restated Articles of Incorporation was presented to the Corporation's stockholders at the Corporation's annual meeting of stockholders duly held on June 17, 1999. At the time of the meeting the Corporation had issued and outstanding only one class of capital stock. The foregoing amendment was duly approved and adopted by the Corporation's stockholders with --72,808,469-- shares (representing a majority of the voting power) voting in favor of the amendment, --545,178-- shares voting against the amendment and --115,840-- shares abstaining or not voted.

IN WITNESS WHEREOF, we do hereby execute this Certificate of Amendment of Restated Articles of Incorporation of Circus Circus Enterprises, Inc. on June 17, 1999.

*Glenn W. Schaeffer*  
\_\_\_\_\_  
Glenn W. Schaeffer, (President)

*Yvette E. Landau*  
\_\_\_\_\_  
Yvette E. Landau, Secretary

STATE OF NEVADA  
COUNTY OF CLARK

This instrument was acknowledged before me on June 17, 1999, by Glenn W. Schaeffer as President of Circus Circus Enterprises, Inc.

Notary Public-State Of Nevada  
County Of Clark  
VITORIA T. FERRARO  
My Appointment Expires  
January 6, 2001  
No: 96-6060-1

*Vitoria T. Ferraro*  
\_\_\_\_\_  
Notary Public