

10-05-1999



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To the Honorable Commissioner of Patents and Trademarks

Documents or copy thereof.

OCT 1

1. Name of conveying party(ies): 10-1-99
Bally Manufacturing Corporation
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____
 Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):
 Name: Bally Entertainment Corporation
 Internal Address: 4th Floor
 Street Address: 3930 Howard Hughes Parkway
 City: Las Vegas State: NV ZIP: 89109
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 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: May 17, 1994

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

B. Trademark registration No.(s)

1,820,490

Additional numbers attached? Yes No

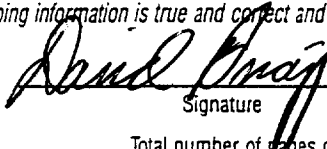
5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Louis J. Nunziata
 Internal Address: Park Place
Entertainment Corporation
4th Floor
 Street Address: 3930 Howard Hughes Parkway,
 City: Las Vegas State: NV ZIP: 89109

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00
 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

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.
DAVID ARRAJJ, ESO.  10/1/1999
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 4

Do not detach this portion

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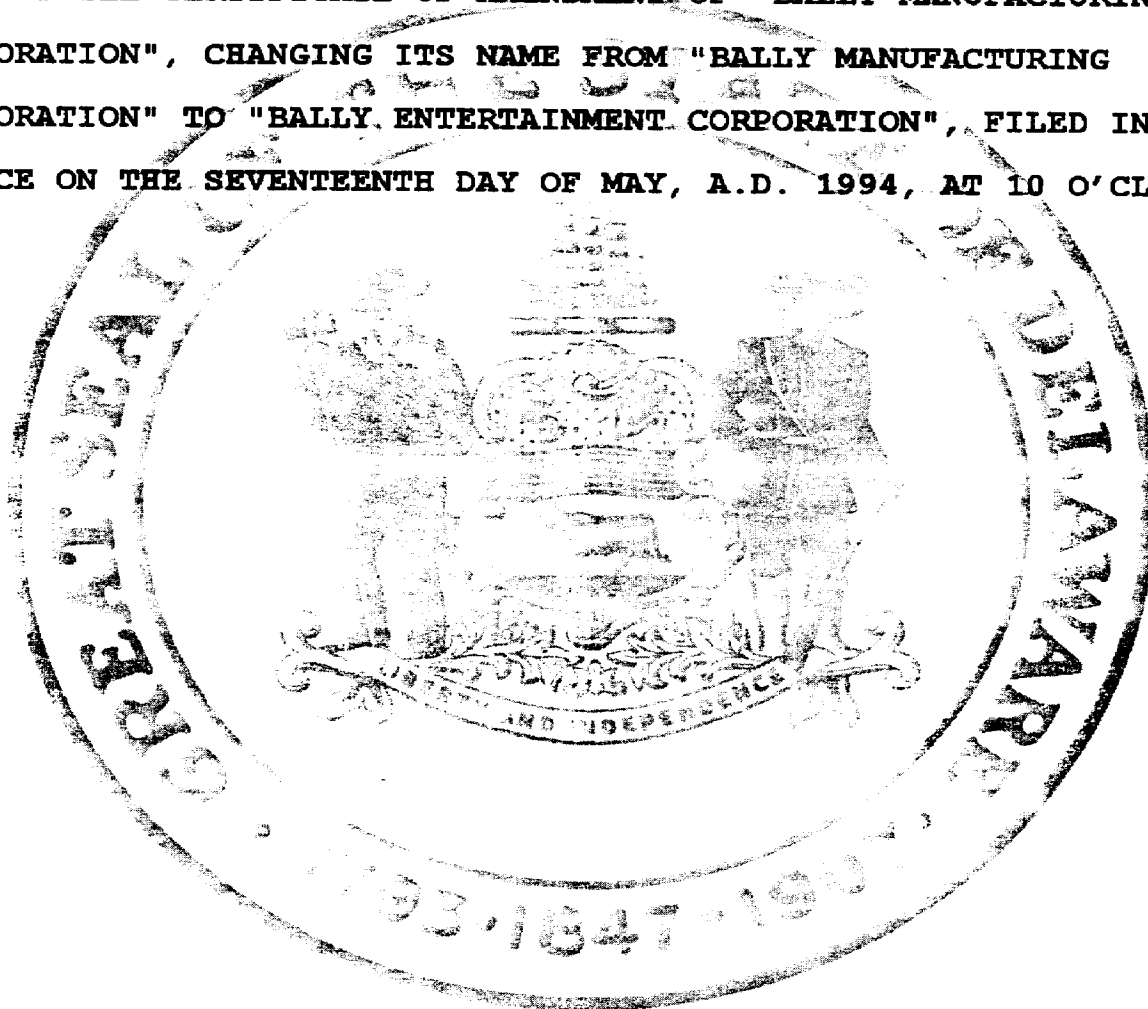
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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

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).

Office of the Secretary of State

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 "BALLY MANUFACTURING CORPORATION", CHANGING ITS NAME FROM "BALLY MANUFACTURING CORPORATION" TO "BALLY ENTERTAINMENT CORPORATION", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF MAY, A.D. 1994, AT 10 O'CLOCK A.M.



0674514 8100

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Edward J. Freel

Edward J. Freel, Secretary of State

9512410

AUTHENTICATION:

01-08-99

DATE:

TRADEMARK
REEL: 001969 FRAME: 0327

**CERTIFICATE OF AMENDMENT
OF RESTATED CERTIFICATE OF INCORPORATION**

Bally Manufacturing Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation adopted resolutions on February 15, 1994 proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of the Corporation:

WHEREAS, it is deemed advisable and in the best interest of the Company to change its name to Bally Entertainment Corporation so that the Company's name will more accurately describe its ongoing business activities through the use of the broader descriptive term "entertainment".

NOW, THEREFORE, BE IT RESOLVED, that Article FIRST of the Company's Restated Certificate of Incorporation shall be amended by striking out Article FIRST in its entirety and inserting in lieu thereof the following:

FIRST: The name of the Corporation is Bally Entertainment Corporation;

FURTHER RESOLVED, that this Board of Directors recommends that the foregoing amendment be submitted to the stockholders of the Company for approval at the Annual Meeting of Stockholders of the Company;

FURTHER RESOLVED, that the officers of the Company, or any of them, be, and they hereby are, authorized to execute and deliver any and all documents required to be executed or delivered in connection with the name change, including, but not limited to, executing and delivering to the Secretary of State of the State of Delaware a Certificate of Amendment to Restated Certificate of Incorporation and to cause the same to be recorded with the New Castle County Recorder's office, and to execute and deliver any and all additional documents required to be executed or delivered in all other states in which the name change must be filed and recorded; and

FURTHER RESOLVED, that the officers of the Company, or any of them, be, and they hereby are, authorized to execute and deliver any and all additional documents required to be executed or delivered in connection with the above resolutions; and that all acts and deeds previously performed by the officers of the Company in connection with the above be, and they hereby are, approved, ratified and affirmed for and on behalf of the Company.

SECOND: That at the annual meeting of stockholders of the Corporation held on May 17, 1994, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, the necessary number of shares as required were voted in favor of the aforesaid amendment.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Bally Manufacturing Corporation has caused this Certificate to be signed by Lee S. Hillman, its Executive Vice President, and attested by Carol S. DePaul, its Secretary, this 17th day of May, 1994.

BALLY MANUFACTURING CORPORATION

By Lee Hillman
Lee S. Hillman
Executive Vice President

ATTEST:

By Carol S. DePaul
Carol S. DePaul
Secretary