

12-21-1999

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original documents or copy thereof.

To the Honorable Commissioner

101226466

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

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

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)

75/561,306

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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 Howrd 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.

Whitney Thier
Name of Person Signing

Signature

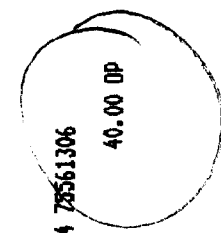
11/23/99
Date

Total number of pages comprising cover sheet: 3

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

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JUN 18 1999

IN THE OFFICE OF
Debra Hill
DEBRA HILL, 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
VICTORIA T. FERRARO
My Appointment Expires
January 6, 2001
No. 96-6060-1

Victoria T. Ferraro

Notary Public

STATE OF NEVADA
Secretary of State

I hereby certify that this is a
true and complete copy of
the document as filed in this
office.

JUN 18 1999

Dean Heller
DEAN HELLER
Secretary of State

By *Scott E. Curbish*

TRADEMARK