

02-04-2000



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To the Honorable Commissioner

101259226

Original documents or copy thereof.

1-11-00

1. Name of conveying party(ies):

Flamingo Hilton Corporation

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

Additional name(s) of conveying party(ies) attached?

Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: November 10, 1998

2. Name and address of receiving party(ies):

Name: Parball 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 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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,692,034 & 2,015,176

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Mr. Lou Nunziata
 Internal Address: 4th Floor

Street Address: 3930 Howard Hughes Parkway
 City: Las Vegas State: NV ZIP: 89109

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

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

02/03/2000 DNGUYEN 00000206 1692034

01 FC:481
02 FC:482

40.00 OP
25.00 OP

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.

Susan Johnson
 Name of Person Signing


 Signature

1-7-2000
Date

Total number of pages comprising cover sheet: 4

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).

TRADEMARK
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FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

ARTICLES OF MERGER

OF

FLAMINGO HILTON CORPORATION, a Nevada corporation

INTO

PARBALL CORPORATION, a Nevada corporation

THE UNDERSIGNED, as the President and the Secretary of Parball Corporation, a Nevada corporation (the "Company"), and as the President and the Secretary of Flamingo Hilton Corporation, a Nevada corporation (the "Terminating Corporation"), as and for the purpose of complying with the provisions of Nevada Revised Statutes ("NRS") Sections 92A.005 *et seq.*, and in order to effectuate the merger (the "Merger") of the Terminating Corporation, with and into the Company, with the Company as the surviving corporation (the "Surviving Corporation"), hereby certifies as follows:

1. The name and place of incorporation of each constituent corporation are: Flamingo Hilton Corporation, incorporated in the State of Nevada and Parball Corporation, incorporated in the State of Nevada. The name of the Surviving Corporation is Parball Corporation, and its place of incorporation is the State of Nevada.
2. A plan of merger (the "Plan of Merger") has been adopted by the Board of Directors of each corporation that is a party to the Merger.
3. The Plan of Merger has been approved by the unanimous written consent of the stockholders of each corporation that is a party to the Merger.
4. The Articles of Incorporation of the Surviving Corporation have not been and will not be amended in connection with the Merger.
5. A complete executed Plan of Merger is on file at the office of the Surviving Corporation, currently: 3930 Howard Hughes Parkway, Las Vegas, Nevada 89109.
6. A copy of the Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any entity which is a party to the Merger.
7. The Merger shall be effective upon the filing of these Articles of Merger in the office of the Secretary of State of Nevada.
8. The specified address of the Surviving Corporation where copies of process may be sent by the Secretary of State of the State of Nevada, served pursuant to the provisions of the NRS, in a proceeding to enforce any obligation or the rights of dissenting

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TRADEMARK

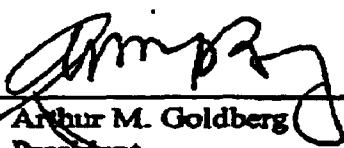
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stockholders of the Terminating Corporation, unless the Surviving Corporation has designated in writing to the Secretary of State of the State of Nevada a different address for that purpose, is 3930 Howard Hughes Parkway, Las Vegas, Nevada 89109.

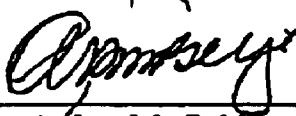
IN WITNESS WHEREOF, we have set forth our hands as of the 17th day of November, 1998.

"Surviving Corporation"

**Parball Corporation,
a Nevada corporation**



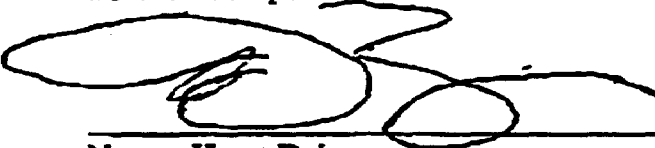
**Name: Arthur M. Goldberg
Title: President**



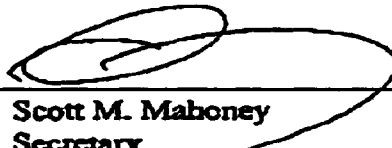
**Name: Arthur M. Goldberg
Title: Secretary**

"Terminating Corporation"

**Flamingo Hilton Corporation,
a Nevada corporation**



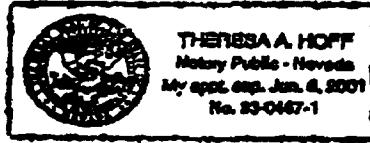
**Name: Horst Dziura
Title: President**



**Name: Scott M. Maboney
Title: Secretary**

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

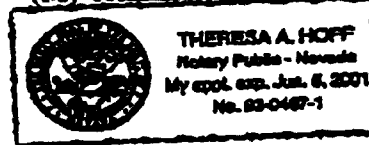
This instrument was acknowledged before me on November 10, 1998 by Arthur M. Goldberg as President of Parball Corporation.



Theresa A. Hoff
Notary Public
(My commission expires: 6/6/2001)

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

This instrument was acknowledged before me on November 19, 1998 by Horst Dziura as President of Flamingo Hilton Corporation.



Theresa A. Hoff
Notary Public
(My commission expires:)