

06-18-2001



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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
- Merger
Effective Date
Month Day Year _____
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name MGM Grand Hotel, Inc. Execution Date
Month Day Year 12142000

Formerly _____

1897/30

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

Receiving Party

Mark if additional names of receiving parties attached

Name MGM Grand Hotel, LLC

DBA/AKA/TA _____

Composed of _____

Address (line 1) 3799 Las Vegas Blvd South

Address (line 2) _____

Address (line 3) Las Vegas NV 89109

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other Limited Liability Company

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.)

- Citizenship/State of Incorporation/Organization Nevada

FOR OFFICE USE ONLY

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

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)

Registration Number(s)

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.) #

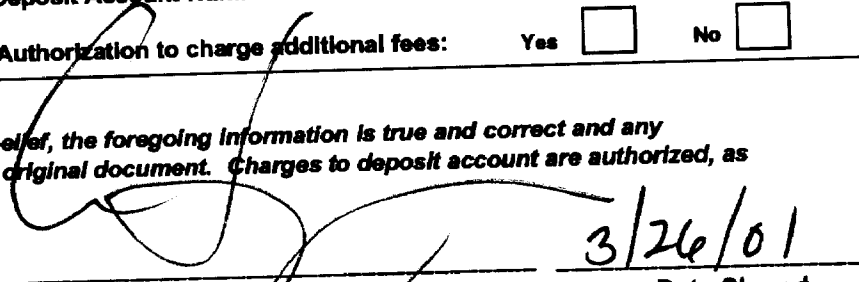
Deposit Account Number: #

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.

Whitney Thier, Esq.



3/26/01

Name of Person Signing

Signature

Date Signed

ARTICLES OF MERGER
OF
MGM GRAND HOTEL, INC.
a Nevada corporation
INTO
MGM GRAND HOTEL & CASINO MERGER SUB LLC
a Nevada limited liability company

FILED # LLC 6875-00

DEC 22 2000

 IN THE OFFICE OF
Dean Hill
 DEAN HILLER SECRETARY OF STATE

Pursuant to Section 92A.200 of the Nevada Revised Statutes ("NRS"), MGM GRAND HOTEL & CASINO MERGER SUB LLC, a Nevada limited liability company, as the surviving entity, does hereby deliver to the Nevada Secretary of State the following Articles of Merger:

Article I

The constituent entities to the merger are (i) MGM GRAND HOTEL, INC., a Nevada corporation (the "Merging Entity"), as the merging entity, and (ii) MGM GRAND HOTEL & CASINO MERGER SUB LLC, a Nevada limited liability company ("Surviving Entity"), as the surviving entity (each, a "Constituent Entity" and together, the "Constituent Entities").

Article II

An agreement and plan of merger (the "Plan of Merger"), has been adopted by the Surviving Entity and by the Merging Entity.

Article III

Approval by the owners of the Constituent Entities was required, thus the Plan of Merger was submitted to the owners of the Constituent Entities.

(a) The Plan of Merger was approved by the written consent of the sole stockholder of the Merging Entity.

(b) The Plan of Merger was approved by the written consent of the sole member of the Surviving Entity.

Article IV

The Articles of Organization of the Surviving Entity filed with the Nevada Secretary of State on July 19, 2000 ("Original Articles"), shall be amended solely to change the name of the Surviving Entity to "MGM GRAND HOTEL, LLC." Except as provided in the immediately preceding sentence, the Articles of Organization of the Surviving Entity shall not be amended as a result of the Merger.

Article V

Since the entire Plan of Merger is not set forth herein, the complete executed Plan of Merger is on file at the registered office or other place of business of the Surviving Entity, and a copy of the complete executed Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any member or stockholder of any Constituent Entity.

Article VI

This merger shall become effective on midnight of December 31, 2000.

Article VII

These Articles of Merger may be executed in one or more counterparts, each of which shall be deemed an executed original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed on the 14th day of December, 2000.

"SURVIVING ENTITY"

MGM GRAND HOTEL & CASINO MERGER SUB LLC,
a Nevada limited liability company

By: MGM Grand Hotel, Inc.,
sole Member and Manager

By: Scott Langsner
Scott Langsner, Secretary and Treasurer

"MERGING ENTITY"

MGM GRAND HOTEL, INC., a Nevada corporation

By: William J. Hornbuckle
William J. Hornbuckle, President

By: Scott E. Langsner
Scott E. Langsner, Secretary