

04-19-2001



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Document ID # _____

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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 Execution Date
Month Day Year

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA _____

Composed of _____

Address (line 1)

Address (line 2) _____

Address (line 3)

City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

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.)

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Pages

Enter the total number of pages of the attached conveyance document including any attachments.

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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.

Name of Person Signing

Signature

4-5-01

Date Signed

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

SEP 29 2000

No. LHC 6671-00

Dean Heller
DEAN HELLER, SECRETARY OF STATE

**ARTICLES OF MERGER
OF
BELLAGIO
a Nevada corporation
INTO
BELLAGIO MERGER SUB, LLC
a Nevada limited liability company**

Pursuant to Section 92A.200 of the Nevada Revised Statutes ("NRS"), BELLAGIO 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) Bellagio, a Nevada corporation (the "Merging Entity"), as the merging entity, and (ii) BELLAGIO 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.

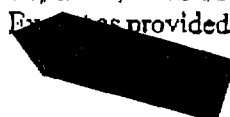
Article III

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 13, 2000, as amended by the Certificate of Amended and Restated Articles of Organization of the Surviving Entity filed with the Nevada Secretary of State on August 31, 2000, shall be amended solely to change the name of the Surviving Entity to "Bellagio, L.L.C."  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 September 30, 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 28th day of September, 2000.

"SURVIVING ENTITY"

BELLAGIO MERGER SUB, L.L.C.
a Nevada limited liability company

By: Bellagio, a Nevada corporation,
sole Member and Manager

By: Scott Langsner
Scott Langsner, Secretary and Treasurer

"MERGING ENTITY"

Bellagio, a Nevada corporation

By: Robert H. Baldwin
Robert H. Baldwin, President

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

