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FINANCE SECTION

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 1-29-03

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 Execution Date

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)

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of ad hoc representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

01/30/2003 DBYRME 00000035 1755823
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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

TRADEMARK
REEL: 002662 FRAME: 0263

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.

Brian A. Rupp, Esq.

01/24/03

Name of Person Signing

Signature

Date Signed

JUN 18 1999

IN THE OFFICE OF
V. Hill
VICTORIA 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 2000

Dean Heller
DEAN HELLER
Secretary of State

By *[Signature]* TRADEMARK