

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
------------------	----------------

NATURE OF CONVEYANCE:	CHANGE OF NAME
-----------------------	----------------

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Stuart Entertainment, Inc.		12/31/1999	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	BK Entertainment, Inc.
Street Address:	301 Louth Street
City:	St. Catharines
State/Country:	ONTARIO
Postal Code:	L2S 3V6
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2157117	BOOKS OF CHOICE

CORRESPONDENCE DATA	
Fax Number:	(865)584-0104
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(865) 584-0105
Email:	mdoss@pitts-brittian.com
Correspondent Name:	Pitts and Brittian, P.C.
Address Line 1:	P. O. Box 51295
Address Line 4:	Knoxville, TENNESSEE 37950-1295

ATTORNEY DOCKET NUMBER:	20076.82
-------------------------	----------

NAME OF SUBMITTER:	Melinda L. Doss
--------------------	-----------------

Total Attachments: 11
 source=BK Entertainment Name Change 300dpi#page1.tif
 source=BK Entertainment Name Change 300dpi#page2.tif
 source=BK Entertainment Name Change 300dpi#page3.tif
 source=BK Entertainment Name Change 300dpi#page4.tif
 source=BK Entertainment Name Change 300dpi#page5.tif

OP \$40.00 2157/117

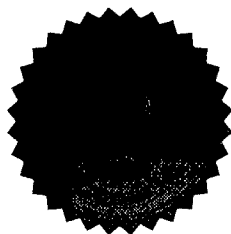
source=BK Entertainment Name Change 300dpi#page6.tif
source=BK Entertainment Name Change 300dpi#page7.tif
source=BK Entertainment Name Change 300dpi#page8.tif
source=BK Entertainment Name Change 300dpi#page9.tif
source=BK Entertainment Name Change 300dpi#page10.tif
source=BK Entertainment Name Change 300dpi#page11.tif

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "STUART ENTERTAINMENT, INC.", CHANGING ITS NAME FROM "STUART ENTERTAINMENT, INC." TO "BK ENTERTAINMENT, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2000, AT 6 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2106078 8100

030262546

AUTHENTICATION: 2399798

DATE: **TRADEMARK**

REEL: 002744 FRAME: 0931

**AMENDED AND RESTATED
 CERTIFICATE OF INCORPORATION
 OF
 STUART ENTERTAINMENT, INC.**

Stuart Entertainment, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Stuart Entertainment, Inc. The date of the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was October 31, 1986 (the "Original Certificate of Incorporation"). The name under which the Corporation filed its original Certificate of Incorporation was BK Acquisition Company, Inc.

2. This Amended and Restated Certificate of Incorporation amends, restates and integrates the provisions of the Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on October 31, 1986 (the "Certificate of Incorporation"), in accordance with the applicable provisions of Section 303 of the General Corporation Law of the State of Delaware, as it may be amended from time to time (the "DGCL").

3. The text of the Original Certificate of Incorporation, as amended to date, is hereby amended and restated in its entirety to provide as herein set forth in full.

ARTICLE I

NAME

The new name of the Corporation is **BK ENTERTAINMENT, INC.**

ARTICLE II

REGISTERED OFFICE

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19805. The name of its registered agent at such address is The Corporation Trust Company.

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 05-00 PM 01/24/2000
 00104253 2100018
TRADEMARK

ARTICLE III

PURPOSES

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

ARTICLE IV

CAPITAL STOCK

SECTION 1. Number of Shares.

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is fifteen (15) million (15,000,000) shares consisting of:

(a) ten million (10,000,000) shares of Common Stock, par value \$.001 per share (the "Common Stock"); and

(b) five million (5,000,000) shares of Preferred Stock, par value \$.001 per share (the "Preferred Stock"). As set forth in this Article IV, the Board of Directors or any authorized committee thereof is authorized from time to time to establish and designate one or more series of Preferred Stock, to fix and determine the variations in the relative rights and preferences as between the different series of Preferred Stock in the manner hereinafter set forth in this Article IV, and to fix or alter the number of shares comprising any such series and the designation thereof to the extent permitted by law.

The number of authorized shares of the class of undesignated Preferred Stock may be increased or decreased (but not below the number of shares outstanding) by the affirmative vote of the holders of a majority of the Common Stock entitled to vote, without a vote of the holders of the undesignated Preferred Stock, pursuant to the resolution or resolutions establishing the class of undesignated Preferred Stock or this Amended and Restated Certificate of Incorporation, as it may be amended from time to time.

SECTION 2. General.

The designations, powers, preferences and rights of, and the qualifications, limitations and restrictions upon, each class or series of stock shall be determined in accordance with, or as set forth below in, Sections 3 and 4 of this Article IV. In no event shall the Corporation issue non-voting shares of capital stock.

SECTION 3. Common Stock.

(a) Voting Rights and Powers.

Except as provided by law or in this Article IV (or in any certificate of designation of any series of Preferred Stock) or by the Board of Directors or any authorized committee hereof pursuant to this Article IV:

(i) the holders of the Common Stock shall have the exclusive right to vote for the election of directors and on all other matters requiring stockholder action, each share being entitled to one vote;

(ii) dividends may be declared and paid or set apart for payment upon the Common Stock out of any assets or funds of the Corporation legally available for the payment of dividends, but only when and as declared by the Board of Directors or any authorized committee thereof; and

(iii) upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests.

(b) Transfer Restrictions.

(i) Unless previously approved in writing by the Board of Directors, no person holding shares of Common Stock may transfer, and the Corporation shall not register the transfer of, such shares of Common Stock, whether by sale, assignment, gift, bequest, appointment or otherwise (collectively, a "Transfer"), if such Transfer would cause the outstanding shares of Common Stock to be held of record by five hundred (500) or more persons.

(ii) Any purported transfer of shares of Common Stock not permitted hereunder shall be null and void, and the purported transferee, with respect to the shares transferred, shall have no rights as a stockholder of the Corporation and no other rights against or with respect to the Corporation.

(c) Dividends and Distributions.

Subject to the rights of holders of Preferred Stock of the Corporation, each share of the Common Stock shall be entitled to share ratably, on a share for share basis, in any and all dividends and distributions by the Corporation, when and as declared by the Board of Directors, in the form of stock or other property of the Corporation, except that any dividends or other distributions payable in stock of the Corporation or in securities exchangeable into stock of the Corporation, including distributions pursuant to stock split ups or divisions, shall be subject to the provisions of paragraphs 3(b) and 3(c) of this Article IV.

SECTION 4. Preferred Stock.

Preferred Stock may be issued from time to time, in one or more series with such distinctive designations as may be stated in the resolution or resolutions providing for the issue of such stock from time to time adopted by the Board of Directors, provided, however, that in no event shall the Corporation issue shares of Preferred Stock to any member of the Board of Directors of the Corporation or any affiliate of any such Board member without first obtaining an opinion of an investment banking firm of nationally recognized standing to the effect that such transaction is fair, from a financial point of view, to the Corporation. The resolution or resolutions providing for the issues of shares of a particular series shall fix, subject to applicable laws and the provisions of this Article IV, the designation, rights, preference and limitations of the shares of each such series. The authority of the Board of Directors in respect of each series shall include, but not be limited to, determination of the following:

- (i) the consideration for which such Preferred Stock shall be issued;
- (ii) the number of shares constituting such series, including the authority to increase or decrease such number, and the distinctive designation of such series;
- (iii) whether dividends are to be cumulative or non-cumulative, the participating or other special rights, if any, with respect to the payment of dividends and the date or dates, if any, from which dividends on all shares of such series issued prior to the record date for the first dividend shall be cumulative;
- (iv) the right, if any, of the Corporation to redeem shares of such series and the terms and conditions of such redemption;
- (v) the rights of the shares in case of a voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of such series;
- (vi) the obligation, if any, of the Corporation to retire shares of such series pursuant to a retirement or sinking fund or funds of a similar nature or otherwise and the terms and conditions of such obligation;
- (vii) the terms and conditions, if any, upon which shares of such series shall be convertible into or exchangeable for debt securities or shares of stock of any other class or classes, including the price or prices or the rate or rates of conversion or exchange, the terms of adjustment, if any, and whether such conversion or exchange shall be at the option of the Corporation or the holder or both;
- (viii) the voting rights and requirements, if any, of the shares of such series, in addition to any voting rights required by law; and
- (ix) any other rights, preferences or limitations of shares of such series.

Except as otherwise specified in this Article IV, any series may differ from any other series with respect to any one or more of the voting powers, designations, powers, preferences and relative, participating, optional and other special rights, if any, and the qualifications, limitations and restrictions thereof.

Shares of any series of Preferred Stock which shall be issued and thereafter acquired by the Corporation through purchase, redemption, conversion, exchange or otherwise, shall return to the status of authorized but unissued Preferred Stock of the same series unless otherwise provided in the resolution or resolutions of the Board of Directors. Unless otherwise provided in the resolution or resolutions of the Board of Directors providing for the issuance thereof, the number of authorized shares of stock of any such series may be increased or decreased (but not below the number of shares thereof then outstanding) by resolution or resolutions of the Board of Directors. In case the number of outstanding shares of any such series of Preferred Stock shall be decreased, the shares representing such decrease shall, unless otherwise provided in the resolution or the resolutions of the Board of Directors providing for the issuance thereof, resume the status of authorized but unissued Preferred Stock, undesignated as to series.

SECTION 5. No Preemptive Rights.

No holder of any of the shares of any class or series of stock or of options, warrants or other rights to purchase shares of any class or series of stock or other securities of the Corporation shall have any preemptive right to purchase or subscribe for any unissued stock or security of any class or series or any additional shares of any class or series to be issued by reason of increase in the authorized capital stock of the Corporation of any class or series, bonds, certificates of indebtedness, debentures or other securities convertible into or exchangeable for stock of the Corporation of any class or series. Any such unissued stock, additional authorized issue of shares of any class or series of stock or securities convertible into or exchangeable for stock or carrying any right to purchase stock may be issued and disposed of pursuant to resolution of the Board of Directors in the exercise of its sole discretion.

SECTION 6. Liquidation Rights.

In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, whether voluntary or involuntary, after payment or provision for payment of the debts and other liabilities of the Corporation, the holders of each series of Preferred Stock shall be entitled to receive, out of the net assets of the Corporation, an amount for each share equal to the amount fixed and determined by the Board of Directors in any resolution or resolutions providing for the issuance of any particular series of Preferred Stock, plus an amount equal to all dividends accrued and unpaid on shares of such series to the date fixed for distribution, before any of the assets of the Corporation shall be distributed or paid over to the holders of Class A Common Stock or the holders of Class B Common Stock. After payment in full of said amounts to the holders of Preferred Stock of all series, the holders of Class A Common Stock shall be entitled to share ratably with the holders of Class B Common Stock as a single class in the remaining net assets of the Corporation, such that an equal amount of net assets shall be allocated to each share of Class A Common Stock and Class B Common Stock. A merger or

consolidation of the Corporation with or into any other corporation or a sale or conveyance of all or any part of the assets of the Corporation (which shall not in fact result in the liquidation of the Corporation and the distribution of assets to stockholders) shall not be deemed to be a voluntary or involuntary liquidation or dissolution or winding up of the Corporation within the meaning of this paragraph 6.

ARTICLE V

STOCKHOLDER ACTION

Any action required or permitted to be taken by the stockholders of the Corporation at any annual or special meeting of stockholders of the Corporation may be effected at a duly called annual or special meeting of stockholders or by the written consent of stockholders in lieu thereof.

ARTICLE VI

DIRECTORS

SECTION 1. General.

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors except as otherwise provided herein or required by law. The initial Board of Directors shall be comprised of five (5) directors.

SECTION 2. Election of Directors.

Election of directors need not be by written ballot unless the By-laws of the Corporation shall so provide.

SECTION 3. Terms of Directors.

The number of directors of the Corporation shall be fixed by resolution duly adopted from time to time by the Board of Directors. The directors, other than those who may be elected by the holders of any series of undesignated Preferred Stock of the Corporation, shall hold office until his or her successor is duly elected or until his or her earlier death or resignation or removal in the manner hereinafter provided.

SECTION 4. Vacancies.

Subject to the rights, if any, of the holders of any series of undesignated Preferred Stock to elect directors and to fill vacancies in the Board of Directors relating thereto, any and all vacancies in the Board of Directors, however occurring, including, without limitation, by reason of an increase in size of the Board of Directors, or the death, resignation, disqualification or removal of a director, shall be filled solely by the affirmative vote of a majority of the remaining

directors then in office, even if less than a quorum of the Board of Directors. Any director appointed in accordance with the preceding sentence shall hold office for the remainder of the full term of the vacancy occurred and until such director's successor shall have been duly elected and qualified or until his or her earlier resignation or removal. Subject to the rights, if any, of the holders of any series of Undesignated Preferred Stock to elect directors, when the number of directors is increased or decreased, the Board of Directors shall determine the class or classes to which the increased or decreased number of directors shall be apportioned; provided, however, that no decrease in the number of directors shall shorten the term of any incumbent director. In the event of a vacancy in the Board of Directors, the remaining directors, except as otherwise provided by law, may exercise the powers of the full Board of Directors until the vacancy is filled.

SECTION 5. Removal.

Subject to the rights, if any, of any series of undesignated Preferred Stock to elect directors and to remove any director whom the holders of any such stock have the right to elect, any director (including persons elected by directors to fill vacancies in the Board of Directors) may be removed from office, with or without cause, by the affirmative vote of the holders of two-thirds of the shares then entitled to vote at an election of directors.

ARTICLE VII

LIMITATION OF LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the DGCL or (d) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended after the effective date of this Amended and Restated Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Any repeal or modification of this Article VII by either of (i) the stockholders of the Corporation or (ii) an amendment to the DGCL, shall not adversely affect any right or protection existing at the time of such repeal or modification with respect to any acts or omissions occurring before such repeal or modification of a person serving as a director at the time of such repeal or modification.

ARTICLE VIII

AMENDMENT OF CERTIFICATE OF INCORPORATION

The Corporation reserves the right to amend or repeal this Amended and Restated Certificate of Incorporation in the manner now or hereafter prescribed by statute and this Amended and Restated Certificate of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation. No amendment or repeal of this Amended and Restated Certificate of Incorporation shall be made unless the same is first approved by the Board of Directors pursuant to a resolution adopted by the Board of Directors in accordance with Section 242 of the DGCL, and, except as otherwise provided by law, thereafter approved by the stockholders. Whenever any vote of the holders of voting stock is required to amend or repeal any provision of this Amended and Restated Certificate of Incorporation, and in addition to any other vote of the holders of voting stock that is required by this Amended and Restated Certificate of Incorporation or by law, the affirmative vote of a majority of the outstanding shares entitled to vote on such amendment or repeal, and the affirmative vote of a majority of the outstanding shares of each class entitled to vote thereon as a class, shall be required to amend or repeal any provision of this Amended and Restated Certificate of Incorporation.

ARTICLE IX

LIMITATION ON ISSUANCE OF VOTING SECURITIES

The Corporation shall not issue any voting securities or other voting interests except in accordance with the provisions of the Colorado Limited Gaming Act (the "Act") and the regulations promulgated thereunder. The issuance of any voting securities or other voting interests in violation thereof shall be void and such voting securities or other voting interests shall be deemed not to be issued and outstanding until (a) the Corporation shall cease to be subject to the jurisdiction of the Colorado Limited Gaming Control Commission (the "Commission"), or (b) the Commission shall, by affirmative action, validate said issuance or waive any defect in issuance.


No voting securities or other voting interests issued by the Corporation and no interest, claims or charge therein or thereto shall be transferred in any manner whatsoever except in accordance with the provisions of the Act and the regulations promulgated thereunder. Any transfer in violation thereof shall be void until (a) the Corporation shall cease to be subject to the jurisdiction of the Commission, or (b) the Commission shall, by affirmative action, validate said transfer or waive any defect in said transfer.

If the Commission or any other similar gaming license regulatory authority at any time determines that a holder of voting securities or other voting interests of this Corporation is unsuitable to hold such securities or other voting interests, then the Corporation may, within sixty (60) days after the finding of unsuitability, purchase such voting securities or other voting interests of such unsuitable person at the lesser of (i) the cash equivalent of such person's investment in the Corporation, or (ii) the current market price as of the date of the finding of unsuitability unless such voting securities or other voting interests are transferred to a suitable

person (as determined by the Commission or other gaming license regulatory authority, as the case may be) within sixty (60) days after the finding of unsuitability. Until such voting securities or other voting interests are owned by persons found by the Commission (or other gaming license regulatory authority, as the case may be) to be suitable to own them, (a) the Corporation shall not be required or permitted to pay any dividend or interest with regard to the voting securities or other voting interests, (b) the holder of such voting securities or other voting interests shall not be entitled to vote on any matter as the holder of the voting securities or other voting interests, and such voting securities or other voting interests shall not for any purposes be included in the voting securities or other voting interests of the Corporation entitled to vote, and (c) the Corporation shall not pay any remuneration in any form to the holder of the voting securities or other voting interests except in exchange for such voting securities or other voting interests as provided in this paragraph.

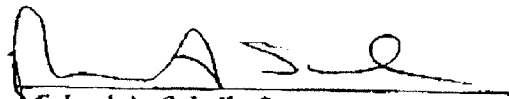
For purposes of this Article IX, the term "current market price" means the average of the daily closing prices for the 20 consecutive trading days immediately preceding the date of the finding of unsuitable or the closing price on the day immediately preceding the date of finding of unsuitability, whichever is higher. For the purposes of this definition, the closing price for each day shall be the last reported sale price, regular way, or in the case no such reported sale takes place on such date, the average of the last reported bid and asked prices, regular way, in either case on the principal national securities exchange registered under the Securities Exchange Act of 1934, as amended, on which such security is admitted to trading or listed, or if not listed or admitted to trading on any national securities exchange, the closing price of such security, or in case no reported sale takes place, the average of the closing bid and asked prices on NASDAQ or any comparable system, or if such security is not listed or quoted on NASDAQ or any comparable system, the closing sale price, or in case no reported sale takes place, the average of the closing bid and asked prices, as furnished by any member of the National Association of Securities Dealers, Inc., selected from time to time by the Corporation for that purpose.

I, Joseph M. Valandra, the Chief Executive Officer and President of the Corporation, for the purpose of amending and restating the Corporation's Amended and Restated Certificate of Incorporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed on behalf of the Corporation this 31 day of December, 1999.



Joseph M. Valandra, Chief Executive
Officer and President

ATTEST:



Michael A. Schalk, Secretary