

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/23/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Imperial Palace, Inc.		11/23/2004	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	Imperial Palace, LLC
Street Address:	3535 Las Vegas Blvd.South
City:	Las Vegas
State/Country:	NEVADA
Postal Code:	89109
Entity Type:	Limited Liability Company: NEVADA

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2888634	DEALERTAINERS
Registration Number:	2275203	MOTO AWARDS
Registration Number:	2077161	IP IMPERIAL PALACE HOTEL & CASINO LAS VEGAS, NEVADA
Registration Number:	1870042	IP

CORRESPONDENCE DATA

Fax Number: (702)387-7897
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 702-474-4004
 Email: Ashley@nwhltd.com
 Correspondent Name: Ashley E. Nitz, Esq.
 Address Line 1: 601 South Tenth Street
 Address Line 2: Suite 201
 Address Line 4: Las Vegas, NEVADA 89101

OP \$115.00 2888634

NAME OF SUBMITTER:	Ashley E. Nitz, Esq.
Signature:	/AEN/
Date:	06/27/2005
Total Attachments: 4 source=IPConversionConsents 11-10-04#page1.tif source=IPConversionConsents 11-10-04#page2.tif source=IPConversionConsents 11-10-04#page3.tif source=IPConversionConsents 11-10-04#page4.tif	

IMPERIAL PALACE, INC.
a Nevada corporation

Unanimous Written Consent of Board of Directors
To Action Taken Without a Meeting

The undersigned, being all of the directors of IMPERIAL PALACE, INC., a Nevada corporation (hereinafter called the "Corporation"), acting pursuant to Sections 78.320 and 78.325 of the Nevada Revised Statutes, hereby waives all notice of the time, place and purposes of a meeting of the Board of Directors of the Corporation and hereby consents and agrees to the adoption of the following resolutions:

RESOLVED, that the Corporation be converted into a Nevada limited liability company to be named Imperial Palace, LLC ("IP, LLC") whereby all Eighteen and Seventy-Five Hundredths (18.75) outstanding shares of the Corporation's Common Stock shall be converted into Eighteen and Seventy-Five Hundredths (18.75) shares (the "Member Interest Shares") of "member interests" in IP, LLC, all pursuant to and in accordance with the terms and conditions of a Plan of Conversion in, or substantially in, the form attached hereto as Exhibit "A", and that the terms and provisions of such Agreement be, and they hereby are, authorized and approved; and that the President of the Corporation be, and she hereby is, authorized and directed to execute and deliver in the name and on behalf of the Corporation and under its corporate seal or otherwise, such Agreement in, or substantially in, such form with such changes therein as any one of such officers shall approve, the execution and delivery thereof to be conclusive evidence of such approval; and further

RESOLVED, that the officers of the Corporation be, and they hereby are, directed to execute, deliver, certify and file (a) the Articles of Conversion converting the Corporation into a Nevada limited liability company, and (b) the corresponding Articles of Organization as required by Nevada statute and that are part of the Plan of Conversion, both such documents providing for the conversion of the Corporation into a limited liability company to be named and known as Imperial Palace, LLC; and further

RESOLVED, that each of the Articles of Conversion and the Articles of Organization shall provide for the date of the conversion

of the Corporation into a limited liability company and the date of the adoption of the Plan of Conversion; and further

RESOLVED, that the Plan of Conversion and the filing of the Articles of Conversion shall be subject to the prior consent and approval of the Nevada Gaming Commission, the Nevada Gaming Control Board and the Clark County gaming regulatory agencies (collectively, the "Gaming Regulatory Agencies"); and further

RESOLVED, that upon approval of the Gaming Regulatory Agencies of the transactions contemplated by the Plan of Conversion that the Articles of Conversion be filed with the Nevada Secretary of State as required by law to consummate the Plan of Conversion; and further

RESOLVED, that all acts shall be taken, and all things shall be done, subject to the approval of the Gaming Regulatory Authorities, which shall be necessary or desirable to accomplish the conversion of Imperial Palace, Inc. into a Nevada limited liability company named and to be known as Imperial Palace, LLC; and further

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to take all such further action and to execute, deliver, certify and file all such instruments and documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, and to pay such taxes and expenses, as in their judgment shall be necessary or advisable in order to carry out fully the intent and to accomplish the purposes of the foregoing resolutions, and each of them.

IN WITNESS WHEREOF, the undersigned have executed this Consent as of the ____ day of _____, 2004.

Betty Engelstad, Director

W. Owen Nitz, Director

Jeffrey Cooper, Director

IMPERIAL PALACE, INC.
a Nevada corporation

Unanimous Written Consent of Stockholder
To Action Taken Without a Meeting

The undersigned, being the sole stockholder of IMPERIAL PALACE, INC., a Nevada corporation (the "Corporation"), acting pursuant to Sections 78.315 and 78.325 of the Nevada Revised Statutes, hereby waives all notice of the time, place and purposes of a special meeting of the Stockholder of the Corporation and hereby consents and agrees to the adoption of the following resolutions:

RESOLVED, that the Corporation be converted into a Nevada limited liability company to be named Imperial Palace, LLC ("IP, LLC") whereby all Eighteen and Seventy-Five Hundredths (18.75) outstanding shares of the Corporation's Common Stock shall be converted into Eighteen and Seventy-Five Hundredths (18.75) shares (the "Member Interest Shares") of "member interests" in IP, LLC, all pursuant to and in accordance with the terms and conditions of a Plan of Conversion in, or substantially in, the form attached hereto as Exhibit "A", and that the terms and provisions of such Agreement be, and they hereby are, authorized and approved; and that the President of the Corporation be, and she hereby is, authorized and directed to execute and deliver in the name and on behalf of the Corporation and under its corporate seal or otherwise, such Agreement in, or substantially in, such form with such changes therein as any one of such officers shall approve, the execution and delivery thereof to be conclusive evidence of such approval; and further

RESOLVED, that the officers of the Corporation be, and they hereby are, directed to execute, deliver, certify and file (a) the Articles of Conversion converting the Corporation into a Nevada limited liability company, and (b) the corresponding Articles of Organization as required by Nevada statute and that are part of the Plan of Conversion, both such documents providing for the conversion of the Corporation into a limited liability company to be named and known as Imperial Palace, LLC; and further

RESOLVED, that each of the Articles of Conversion and the Articles of Organization shall provide for the date of the conversion of the Corporation into a limited liability company and the date of the adoption of the Agreement and Plan of Conversion; and further

RESOLVED, that the Plan of Conversion and the filing of the Articles of Conversion shall be subject to the prior consent and

approval of the Nevada Gaming Commission, the Nevada Gaming Control Board and the Clark County gaming regulatory agencies (collectively, the "Gaming Regulatory Agencies"); and further

RESOLVED, that upon approval of the Gaming Regulatory Agencies of the transactions contemplated by the Plan of Conversion that the Articles of Conversion be filed with the Nevada Secretary of State as required by law to consummate the Plan of Conversion; and further

RESOLVED, that all acts shall be taken, and all things shall be done, subject to the approval of the Gaming Regulatory Authorities, which shall be necessary or desirable to accomplish the conversion of Imperial Palace, Inc. into a Nevada limited liability company named and to be known as Imperial Palace, LLC; and further

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to take all such further action and to execute, deliver, certify and file all such instruments and documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, and to pay such taxes and expenses, as in their judgment shall be necessary or advisable in order to carry out fully the intent and to accomplish the purposes of the foregoing resolutions, and each of them.

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the ____ day of _____, 2004.

THE RALPH ENGELSTAD AND BETTY ENGELSTAD
FAMILY TRUST UTA MARCH 6, 2001, as amended

By: _____
Betty Engelstad, Trustee

By: _____
W. Owen Nitz, Trustee

By: _____
Jeffrey Cooper, Trustee