

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------------|-------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CERTIFICATE OF CONVERSION | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| GLOBAL CASH ACCESS, L.L.C. | | 06/07/2004 | LIMITED LIABILITY COMPANY: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | GLOBAL CASH ACCESS, INC. | | |
| Street Address: | 3525 East Post Road, Suite 120 | | |
| City: | Las Vegas | | |
| State/Country: | NEVADA | | |
| Postal Code: | 89120 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2224388 | CASINO CASH PLUS | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (415)268-7522 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 415 268 6327 | | |
| Email: | rial@mofo.com | | |
| Correspondent Name: | Lynn M. Humphreys | | |
| Address Line 1: | Morrison & Foerster LLP, 425 Market St. | | |
| Address Line 4: | San Francisco, CALIFORNIA 94105-2482 | | |
| ATTORNEY DOCKET NUMBER: | 41890-24012.00 | | |
| NAME OF SUBMITTER: | Lynn M. Humphreys | | |
| Signature: | /Lynn M. Humphreys/ | | |
| Date: | 02/09/2006 | | |

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Total Attachments: 4

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CERTIFICATE OF CONVERSION

This Certificate of Conversion is being duly executed and filed by the undersigned as President and Chief Executive Officer of Global Cash Access, L.L.C., a Delaware limited liability company, pursuant to Section 265 of the Delaware General Corporation Law.

1. The date on which the limited liability company was first formed is June 25, 1998.
2. The name of the limited liability company immediately prior to filing this Certificate is Global Cash Access, L.L.C.
3. The name of the corporation as set forth in the Certificate of Incorporation filed in accordance with Section 265(b) is Global Cash Access, Inc.
4. The limited liability company herein being converted is duly organized and existing under the laws of Delaware.

IN WITNESS WHEREOF, this Certificate of Conversion has been duly executed as of June 7 2004.

By: 
Kirk Sanford,
President and Chief Executive Officer

CERTIFICATE OF INCORPORATION

OF

GLOBAL CASH ACCESS, INC.

1. The name of the corporation is Global Cash Access, Inc. (the "Corporation").
2. The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, 19801, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. The nature of the business of the Corporation and the objects or purposes to be transacted, promoted or carried on by it are as follows: To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. The total number of shares of all classes of stock that the Corporation is authorized to issue is One Thousand (1,000) shares of Common Stock with a par value of \$0.001 per share.
5. The Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation.
6. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.
7. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

8. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

9. To the fullest extent permitted by Delaware statutory or decisional law, as amended or interpreted, no director of this Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. This Article 9 does not affect the availability of equitable remedies for breach of fiduciary duties.

10. The name and mailing address of the sole incorporator is as follows:

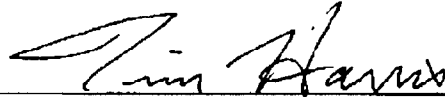
Name

Mailing Address

Timothy J. Harris

755 Page Mill Road
Palo Alto, CA 94304

I, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation 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 and the facts herein stated are true, and, accordingly, have hereunto set my hands this 7th day of June, 2004.

A handwritten signature in black ink, appearing to read "Tim Harris", written over a horizontal line.

Timothy J. Harris, Sole Incorporator

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