

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/09/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GB Holdings, Inc.		06/29/2007	CORPORATION: GEORGIA

RECEIVING PARTY DATA

Name:	GB Holdco, Inc.
Street Address:	1209 Orange Street
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2606217	GUNBROKER.COM
Serial Number:	77078969	GUN BROKER.COM
Serial Number:	77064611	GUNBROKER.COM
Serial Number:	77065037	THE BIDDING STARTS NOW

CORRESPONDENCE DATA

Fax Number: (404)474-7318
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 4044742712
 Email: haughian@fsblegal.com
 Correspondent Name: Heather Clauson Haughian
 Address Line 1: 4555 Mansell Road, Suite 300
 Address Line 4: Atlanta, GEORGIA 30022

NAME OF SUBMITTER: Heather Clauson Haughian

OP \$115.00 2606217

Signature:	/hch/
Date:	09/18/2007
<p>Total Attachments: 20</p> <p>source=Delaware Merger1#page1.tif source=Delaware Merger1#page2.tif source=Delaware Merger1#page3.tif source=Delaware Merger1#page4.tif source=Delaware Merger1#page5.tif source=Delaware Merger1#page6.tif source=Georgia Merger#page1.tif source=Georgia Merger#page2.tif source=Georgia Merger#page3.tif source=Georgia Merger#page4.tif source=Georgia Merger#page5.tif source=Georgia Merger#page6.tif source=Georgia Merger#page7.tif source=Georgia Merger#page8.tif source=Georgia Merger#page9.tif source=Georgia Merger#page10.tif source=Georgia Merger#page11.tif source=Georgia Merger#page12.tif source=Georgia Merger#page13.tif source=Georgia Merger#page14.tif</p>	

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 CERTIFICATE OF MERGER, WHICH MERGES:

"GB HOLDINGS, INC.", A GEORGIA CORPORATION,

WITH AND INTO "GB HOLDCO, INC." UNDER THE NAME OF "GB INVESTMENTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF JULY, A.D. 2007, AT 10:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4379104 8100M

070791672

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5839704

DATE: 07-13-07 TRADEMARK
REEL: 003623 FRAME: 0307

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:30 AM 07/09/2007
FILED 10:30 AM 07/09/2007
SRV 070791672 - 4379104 FILE

AGREEMENT AND PLAN OF MERGER
OF GB HOLDINGS, INC., a Georgia corporation
with and into
GB HOLDCO, Inc., a Delaware corporation

On this 29th day of June, 2007, **GB Holdings, Inc.**, a Georgia corporation, and **GB Holdco, Inc.**, a Delaware corporation, pursuant to Section 252 of the General Corporation Law of the State of Delaware and Section 14-2-1101 of the Georgia Business Corporation Code, have entered into the following Agreement and Plan of Merger.

WHEREAS, the respective Boards of Directors of the foregoing named corporations have deemed it advisable that the corporations merge into a single corporation as hereinafter specified;

NOW THEREFORE, the corporations as parties to this Agreement and Plan of Merger, by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

SECTION I
DEFINITIONS

1.1 **Effective Time.** "Effective Time" will mean 12:00 p.m. EST on July 9, 2007.

1.2 **Surviving Company.** "Surviving Company" will refer to GB Holdco, Inc., a corporation organized and existing under the laws of the State of Delaware, which, subsequent to the Merger contemplated by this Plan of Merger, will be known as GB Investments, Inc. in accordance with Section 2.3 of this Plan of Merger. The registered office of the Surviving Company shall be 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

1.3 **Merging Company.** "Merging Company" will refer to GB Holdings, Inc., a corporation organized and existing under the laws of the State of Georgia.

1.4 **Merger.** "Merger" will refer to the merger of the Merging Company with and into the Surviving Company as provided in Section 2.1 of this Plan of Merger.

2.1 Merger. In accordance with the applicable laws of the State of Georgia the State of Delaware, and subject to the terms and conditions set forth in this Plan of Merger, the Merging Company will, at the Effective Time, be merged with and into the Surviving Company, and the separate existence of the Merging Company will thereupon cease. The Surviving Company will continue to exist after the Merger and will be governed by the laws of the State of Delaware under the corporate name "GB Investments, Inc." as set forth in Section 2.3 below.

2.2 Effective Time. The Merger contemplated by this Plan of Merger will become effective as of the Effective Time.

2.3 Certificate of Incorporation. The Certificate of Incorporation of the Surviving Company shall be amended as of the Effective Time such that the first article of such Articles of Organization shall be deleted in their entirety and the following substituted therefor:

"The name of the Corporation is **GB Investments, Inc.**"

Except as set forth in the preceding sentence, the Certificate of Incorporation of the Surviving Company shall be unaffected by the Merger and shall continue in full force and effect.

2.4 Board of Directors. The Board of Directors of the Surviving Company will continue to serve as the Board of Directors of the Surviving Company as of the Effective Time, and will hold office from and after the Effective Time until their respective successors are elected and qualify.

SECTION 3 MANNER OF CONVERTING SHARES

Upon the Effective Time, each share of common stock of the Merging Company shall be converted into one half (1/2) of a share of common stock of the Surviving Company. The issued and outstanding common shares of stock in the Surviving Company will remain issued and outstanding and be unaffected by the Merger.


SECTION 4 OTHER TERMS AND AGREEMENTS

4.3 Further Assurances. Each party to this Plan of Merger agrees to do such things as may be reasonably required by the other party in order more effectively to consummate or document the transactions contemplated by this Plan of Merger.


[Signatures on following page]

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to authority duly given by their respective Boards of Directors, have caused this Agreement and Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

GB HOLDINGS, INC.

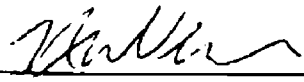
By: 
Name: Kimberly A. Verska
Title: Secretary

GB HOLDCO, INC.

By: 
Name: Kimberly A. Verska
Title: Secretary

I, Kimberly A. Verska, Secretary of GB Holdings, Inc., a corporation organized and existing under the laws of the State of Georgia, hereby certify, as such Secretary of the said corporation, that the Agreement and Plan of Merger to which this certificate is attached, duly signed on behalf of said corporation by an authorized officer of GB Holdings, a corporation of the State of Georgia, was duly submitted to the stockholders of GB Holdings, Inc., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders of GB Holdings, Inc., for the purpose of considering and taking action upon the Agreement and Plan of Merger, that one hundred percent (100%) of the issued and outstanding shares of common stock of GB Holdings, Inc., that constituting all of the outstanding shares of stock of said corporation, were voted in favor of said Agreement and Plan of Merger, and that thereby the Agreement and Plan of Merger was at said meeting duly adopted as the act of the stockholders of GB Holdings, Inc., and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said GB Holdings, Inc., a Georgia corporation, on this 29th day of June, 2007.

By: 

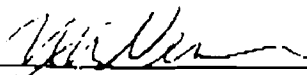
Kimberly A. Verska
Secretary

TRADEMARK

REEL: 003623 FRAME: 0311

I, Kimberly A. Verska, Secretary of GB Holdco, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary of the said corporation, that the Agreement and Plan of Merger to which this certificate is attached, duly signed on behalf of said corporation by an authorized officer of GB Holdco, Inc., a corporation of the State of Delaware, was duly submitted to the stockholders of GB Holdco, Inc., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders of GB Holdco, Inc., for the purpose of considering and taking action upon the Agreement and Plan of Merger, that one hundred percent (100%) of the issued and outstanding shares of common stock of GB Holdco, Inc., that constituting all of the outstanding shares of stock of said corporation, were voted in favor of said Agreement and Plan of Merger, and that thereby the Agreement and Plan of Merger was at said meeting duly adopted as the act of the stockholders of GB Holdco, Inc., and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said GB Holdco, Inc., a Georgia corporation, on this 29th day of June, 2007.

By: 

Kimberly A. Verska
Secretary

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 CERTIFICATE OF MERGER, WHICH MERGES:

"GB HOLDINGS, INC.", A GEORGIA CORPORATION,

WITH AND INTO "GB HOLDCO, INC." UNDER THE NAME OF "GB INVESTMENTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF JULY, A.D. 2007, AT 10:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4379104 8100M

070791672



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5839704

DATE: 07-13-07 TRADEMARK
REEL: 003623 FRAME: 0313

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:30 AM 07/09/2007
FILED 10:30 AM 07/09/2007
SRV 070791672 - 4379104 FILE

AGREEMENT AND PLAN OF MERGER
OF GB HOLDINGS, INC., a Georgia corporation
with and into
GB HOLDCO, Inc., a Delaware corporation

On this 29th day of June, 2007, **GB Holdings, Inc.**, a Georgia corporation, and **GB Holdco, Inc.**, a Delaware corporation, pursuant to Section 252 of the General Corporation Law of the State of Delaware and Section 14-2-1101 of the Georgia Business Corporation Code, have entered into the following Agreement and Plan of Merger.

WHEREAS, the respective Boards of Directors of the foregoing named corporations have deemed it advisable that the corporations merge into a single corporation as hereinafter specified;

NOW THEREFORE, the corporations as parties to this Agreement and Plan of Merger, by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

SECTION I
DEFINITIONS

1.1 **Effective Time.** "Effective Time" will mean 12:00 p.m. EST on July 9, 2007.

1.2 **Surviving Company.** "Surviving Company" will refer to GB Holdco, Inc., a corporation organized and existing under the laws of the State of Delaware, which, subsequent to the Merger contemplated by this Plan of Merger, will be known as GB Investments, Inc. in accordance with Section 2.3 of this Plan of Merger. The registered office of the Surviving Company shall be 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

1.3 **Merging Company.** "Merging Company" will refer to GB Holdings, Inc., a corporation organized and existing under the laws of the State of Georgia.

1.4 **Merger.** "Merger" will refer to the merger of the Merging Company with and into the Surviving Company as provided in Section 2.1 of this Plan of Merger.

2.1 Merger. In accordance with the applicable laws of the State of Georgia the State of Delaware, and subject to the terms and conditions set forth in this Plan of Merger, the Merging Company will, at the Effective Time, be merged with and into the Surviving Company, and the separate existence of the Merging Company will thereupon cease. The Surviving Company will continue to exist after the Merger and will be governed by the laws of the State of Delaware under the corporate name "GB Investments, Inc." as set forth in Section 2.3 below.

2.2 Effective Time. The Merger contemplated by this Plan of Merger will become effective as of the Effective Time.

2.3 Certificate of Incorporation. The Certificate of Incorporation of the Surviving Company shall be amended as of the Effective Time such that the first article of such Articles of Organization shall be deleted in their entirety and the following substituted therefor:

"The name of the Corporation is **GB Investments, Inc.**"

Except as set forth in the preceding sentence, the Certificate of Incorporation of the Surviving Company shall be unaffected by the Merger and shall continue in full force and effect.

2.4 Board of Directors. The Board of Directors of the Surviving Company will continue to serve as the Board of Directors of the Surviving Company as of the Effective Time, and will hold office from and after the Effective Time until their respective successors are elected and qualify.

SECTION 3 MANNER OF CONVERTING SHARES

Upon the Effective Time, each share of common stock of the Merging Company shall be converted into one half (1/2) of a share of common stock of the Surviving Company. The issued and outstanding common shares of stock in the Surviving Company will remain issued and outstanding and be unaffected by the Merger.


SECTION 4 OTHER TERMS AND AGREEMENTS

4.3 Further Assurances. Each party to this Plan of Merger agrees to do such things as may be reasonably required by the other party in order more effectively to consummate or document the transactions contemplated by this Plan of Merger.


[Signatures on following page]

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to authority duly given by their respective Boards of Directors, have caused this Agreement and Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

GB HOLDINGS, INC.

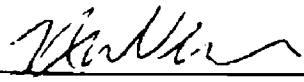
By: 
Name: Kimberly A. Verska
Title: Secretary

GB HOLDCO, INC.

By: 
Name: Kimberly A. Verska
Title: Secretary

I, Kimberly A. Verska, Secretary of GB Holdings, Inc., a corporation organized and existing under the laws of the State of Georgia, hereby certify, as such Secretary of the said corporation, that the Agreement and Plan of Merger to which this certificate is attached, duly signed on behalf of said corporation by an authorized officer of GB Holdings, a corporation of the State of Georgia, was duly submitted to the stockholders of GB Holdings, Inc., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders of GB Holdings, Inc., for the purpose of considering and taking action upon the Agreement and Plan of Merger, that one hundred percent (100%) of the issued and outstanding shares of common stock of GB Holdings, Inc., that constituting all of the outstanding shares of stock of said corporation, were voted in favor of said Agreement and Plan of Merger, and that thereby the Agreement and Plan of Merger was at said meeting duly adopted as the act of the stockholders of GB Holdings, Inc., and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said GB Holdings, Inc., a Georgia corporation, on this 29th day of June, 2007.

By: 

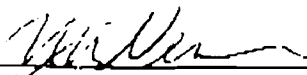
Kimberly A. Verska
Secretary

TRADEMARK

REEL: 003623 FRAME: 0317

I, Kimberly A. Verska, Secretary of GB Holdco, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary of the said corporation, that the Agreement and Plan of Merger to which this certificate is attached, duly signed on behalf of said corporation by an authorized officer of GB Holdco, Inc., a corporation of the State of Delaware, was duly submitted to the stockholders of GB Holdco, Inc., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders of GB Holdco, Inc., for the purpose of considering and taking action upon the Agreement and Plan of Merger, that one hundred percent (100%) of the issued and outstanding shares of common stock of GB Holdco, Inc., that constituting all of the outstanding shares of stock of said corporation, were voted in favor of said Agreement and Plan of Merger, and that thereby the Agreement and Plan of Merger was at said meeting duly adopted as the act of the stockholders of GB Holdco, Inc., and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said GB Holdco, Inc., a Georgia corporation, on this 29th day of June, 2007.

By: 

Kimberly A. Verska
Secretary

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of 07/09/2007. Attached is a true and correct copy of the said filing.

Surviving Entity:

GB HOLDCO, INC., a Delaware Non-Qualifying Entity

Nonsurviving Entity/Entities:

GB HOLDINGS, INC., a Georgia Profit Corporation

WITNESS my hand and official seal of the City of Atlanta
and the State of Georgia on July 9, 2007



A handwritten signature in black ink, appearing to read "Karen C Handel".

Karen C Handel

**ARTICLES OF MERGER
OF
GB HOLDINGS, INC.,
a Georgia Corporation
INTO
GB HOLDCO, INC.
a Delaware Corporation**

Pursuant to the provisions of Section 14-2-1105 of the Georgia Business Code, the undersigned domestic and foreign corporations execute the following Articles of Merger for the purpose of merging two of them into one of such corporations:

1. The names of the undersigned corporations and the states under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
GB Holdings, Inc.	Georgia
GB Holdco, Inc.	Delaware

2. The Agreement and Plan of Merger setting forth the terms of the merger is set forth in Exhibit 1 hereto, and by this reference incorporated herein.
3. The Agreement and Plan of Merger was duly approved by the shareholders and directors of GB Holdings, Inc. in the manner prescribed by the Georgia Business Corporation Code, and was approved by the shareholders and directors of GB Holdco, Inc. in the manner prescribed by the laws of the State of Delaware. In each case, the votes in favor of approval and adoption of the Agreement and Plan of Merger were unanimous. The Agreement and Plan of Merger is attached hereto as Exhibit A, and by this reference incorporated herein.
4. The undersigned hereby undertake to deliver the request for publication of a notice of filing of these Articles of Merger, together with payment therefor, as required by Section 14-2-1105.1(b) of the Georgia Business Corporations Code.
5. As provided in the attached Agreement and Plan of Merger, the effective time and date of the merger shall be 12:00 p.m. EST on July 9, 2007, or 12:00 pm on such later date as the Agreement and Plan of Merger are filed and accepted by both the State of Delaware and the State of Georgia.

[Signatures follow on next page]

State of Georgia
Expedite Merger 7 Page(s)



T0719009503

TRADEMARK

REEL: 003623 FRAME: 0320

DATED: July 5, 2007

GB HOLDINGS, INC.

By: 

Kimberly A. Verska, Secretary

GB HOLDCO, INC.

By: 

Kimberly A. Verska, Secretary

CORPORATIONS DIVISION

2007 JUL -9 A 10: 11

SECRETARY OF STATE

TRADEMARK
REEL: 003623 FRAME: 0321

Exhibit 1

AGREEMENT AND PLAN OF MERGER
OF GB HOLDINGS, INC., a Georgia corporation
with and into
GB HOLDCO, Inc., a Delaware corporation

On this 29th day of June, 2007, **GB Holdings, Inc.**, a Georgia corporation, and **GB Holdco, Inc.**, a Delaware corporation, pursuant to Section 252 of the General Corporation Law of the State of Delaware and Section 14-2-1101 of the Georgia Business Corporation Code, have entered into the following Agreement and Plan of Merger.

WHEREAS, the respective Boards of Directors of the foregoing named corporations have deemed it advisable that the corporations merge into a single corporation as hereinafter specified;

NOW THEREFORE, the corporations as parties to this Agreement and Plan of Merger, by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

SECTION I
DEFINITIONS

1.1 **Effective Time.** "Effective Time" will mean 12:00 p.m. EST on July 9, 2007, or 12:00 p.m. on such later date as this Agreement and Plan of Merger has been filed and accepted by both the State of Delaware and the State of Georgia.

1.2 **Surviving Company.** "Surviving Company" will refer to GB Holdco, Inc., a corporation organized and existing under the laws of the State of Delaware, which, subsequent to the Merger contemplated by this Plan of Merger, will be known as GB Holdings, Inc. in accordance with Section 2.3 of this Plan of Merger. The registered office of the Surviving Company shall be 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

1.3 **Merging Company.** "Merging Company" will refer to GB Holdings, Inc., a corporation organized and existing under the laws of the State of Georgia.

1.4 **Merger.** "Merger" will refer to the merger of the Merging Company with and into the Surviving Company as provided in Section 2.1 of this Plan of Merger.

SECTION 2
TERMS OF MERGER

2.1 Merger. In accordance with the applicable laws of the State of Georgia the State of Delaware, and subject to the terms and conditions set forth in this Plan of Merger, the Merging Company will, at the Effective Time, be merged with and into the Surviving Company, and the separate existence of the Merging Company will thereupon cease. The Surviving Company will continue to exist after the Merger and will be governed by the laws of the State of Delaware under the corporate name "GB Holdings, Inc." as set forth in Section 2.3 below.

2.2 Effective Time. The Merger contemplated by this Plan of Merger will become effective as of the Effective Time.

2.3 Certificate of Incorporation. The Certificate of Incorporation of the Surviving Company shall be amended as of the Effective Time such that the first article of such Articles of Organization shall be deleted in their entirety and the following substituted therefor:

"The name of the Corporation is **GB Holdings, Inc.**"

Except as set forth in the preceding sentence, the Certificate of Incorporation of the Surviving Company shall be unaffected by the Merger and shall continue in full force and effect.

2.4 Board of Directors. The Board of Directors of the Surviving Company will continue to serve as the Board of Directors of the Surviving Company as of the Effective Time, and will hold office from and after the Effective Time until their respective successors are elected and qualify.

SECTION 3 MANNER OF CONVERTING SHARES

Upon the Effective Time, each share of common stock of the Merging Company shall be converted into one half (1/2) of a share of common stock of the Surviving Company. The issued and outstanding common shares of stock in the Surviving Company will remain issued and outstanding and be unaffected by the Merger.


SECTION 4 OTHER TERMS AND AGREEMENTS

4.3 Further Assurances. Each party to this Plan of Merger agrees to do such things as may be reasonably required by the other party in order more effectively to consummate or document the transactions contemplated by this Plan of Merger.

[Signatures on following page]

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to authority duly given by their respective Boards of Directors, have caused this Agreement and Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

GB HOLDINGS, INC.

By: 
Name: Kimberly A. Verska
Title: Secretary

GB HOLDCO, INC.

By: 
Name: Kimberly A. Verska
Title: Secretary


CORPORATIONS DIVISION

2007 JUL - 9 A 10: 11

SECRETARY OF STATE

I, Kimberly A. Verska, Secretary of GB Holdings, Inc., a corporation organized and existing under the laws of the State of Georgia, hereby certify, as such Secretary of the said corporation, that the Agreement and Plan of Merger to which this certificate is attached, duly signed on behalf of said corporation by an authorized officer of GB Holdings, a corporation of the State of Georgia, was duly submitted to the stockholders of GB Holdings, Inc., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders of GB Holdings, Inc., for the purpose of considering and taking action upon the Agreement and Plan of Merger, that one hundred percent (100%) of the issued and outstanding shares of common stock of GB Holdings, Inc., that constituting all of the outstanding shares of stock of said corporation, were voted in favor of said Agreement and Plan of Merger, and that thereby the Agreement and Plan of Merger was at said meeting duly adopted as the act of the stockholders of GB Holdings, Inc., and the duly adopted agreement of said corporation.


WITNESS my hand on behalf of said GB Holdings, Inc., a Georgia corporation, on this 29th day of June, 2007.

By: 
Kimberly A. Verska
Secretary

CORPORATIONS DIVISION
2007 JUL -9 10:11
SECRETARY OF STATE

I, Kimberly A. Verska, Secretary of GB Holdco, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary of the said corporation, that the Agreement and Plan of Merger to which this certificate is attached, duly signed on behalf of said corporation by an authorized officer of GB Holdco, Inc., a corporation of the State of Delaware, was duly submitted to the stockholders of GB Holdco, Inc., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders of GB Holdco, Inc., for the purpose of considering and taking action upon the Agreement and Plan of Merger, that one hundred percent (100%) of the issued and outstanding shares of common stock of GB Holdco, Inc., that constituting all of the outstanding shares of stock of said corporation, were voted in favor of said Agreement and Plan of Merger, and that thereby the Agreement and Plan of Merger was at said meeting duly adopted as the act of the stockholders of GB Holdco, Inc., and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said GB Holdco, Inc., a Georgia corporation, on this 29th day of June, 2007.

By: 
Kimberly A. Verska
Secretary

CORPORATIONS DIVISION
2007 JUL -9 A 10:11
SECRETARY OF STATE