

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Colorado Belle, LLC		06/01/2007	LIMITED LIABILITY COMPANY:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Colorado Belle Gaming, LLC		
<b>Street Address:</b>	2100 S. Casino Drive		
<b>City:</b>	Laughlin		
<b>State/Country:</b>	NEVADA		
<b>Postal Code:</b>	89028		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY:		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2459681	(WO)MAN VS. MACHINE	
Registration Number:	1661164	COLORADO BELLE	
Registration Number:	1662848	COLORADO BELLE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(702)382-8135		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(702) 382-2101		
<b>Email:</b>	lvpto@bhfs.com		
<b>Correspondent Name:</b>	Jason D. Firth		
<b>Address Line 1:</b>	100 City Parkway, Suite 1600		
<b>Address Line 4:</b>	Las Vegas, NEVADA 89106		
<b>ATTORNEY DOCKET NUMBER:</b>	COLORADOBELLE		
<b>NAME OF SUBMITTER:</b>	Jason D. Firth		

CH \$90.00 2459681

Signature:

/Jason D. Firth/

Date:

01/07/2009

**Total Attachments: 3**

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ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Ste 1  
 Carson City, Nevada 89701-4288  
 (775) 684 6708  
 Website: secretaryofstate.biz

**Certificate to Accompany  
 Restated Articles**  
 (PURSUANT TO NRS)

Filed in the office of 	Document Number <b>20070380706-33</b>
Ross Miller Secretary of State State of Nevada	Filing Date and Time <b>06/01/2007 10:30 AM</b>
	Entry Number <b>C5612-1985</b>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**This Form is to Accompany Restated Articles of Incorporation**  
 (Pursuant to NRS 78.403, 82.571, 86.221, 88.365 or 88A.250)

(This form is also to be used to accompany Restated Articles for Limited-Liability Companies, Certificates of Limited Partnership, Limited-Liability Limited Partnerships and Business Trusts)

1. Name of Nevada entity as last recorded in this office:

COLORADO BELLE, LLC

2. The articles are being  Restated or  Amended and Restated (check only one). Please entitle your attached articles "Restated" or "Amended and Restated," accordingly.

3. Indicate what changes have been made by checking the appropriate box.\*

- No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on \_\_\_\_\_ The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.
- The entity name has been amended.
- The resident agent has been changed. (attach Certificate of Acceptance from new resident agent)
- The purpose of the entity has been amended.
- The authorized shares have been amended.
- The directors, managers or general partners have been amended.
- IRS tax language has been added.
- Articles have been added.
- Articles have been deleted.
- Other. The articles or certificate have been amended as follows (provide article numbers, if available):  
 Management of the LLC is changing from Member managed to Manager managed.

\* This form is to accompany Restated Articles which contain newly altered or amended articles. The Restated Articles must contain all of the requirements as set forth in the statutes for amending or altering the articles or certificates

**IMPORTANT:** Failure to include any of the above information and submit the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees

Nevada Secretary of State AM Restated 2007  
 Revised on 01/01/07

TRADEMARK  
 REEL: 003914 FRAME: 0603

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF  
COLORADO BELLE, LLC**

The Managing Member of COLORADO BELLE, LLC, a Nevada limited liability company (the "Company"), hereby certifies:

1. That the Company's Articles of Organization were filed with the Secretary of State on May 24, 2007 together with Articles of Conversion, pursuant to which Colorado Belle Corp., a Nevada corporation, was converted to the Company.

2. That pursuant to the execution of these Amended and Restated Articles of Organization of the Company, the Managing Member consents to the adoption of the following amendments to the Company's Articles of Organization, which shall now read as follows:

**ARTICLE I  
NAME**

The name of the limited liability company is:

**COLORADO BELLE GAMING, LLC**

**ARTICLE II  
DURATION**

The Company shall have perpetual existence unless sooner dissolved pursuant to the laws of the State of Nevada, the Articles of Organization, or the Operating Agreement of the Company.

**ARTICLE III  
PURPOSES**

The character and general nature of the business to be conducted by the Company is to operate, manage, and conduct gaming in a gaming casino on or within the premises known as Colorado Belle Hotel & Casino and located at 2100 South Casino Drive, Laughlin, Nevada 89029. The Company may also engage in any other lawful act or activity for which limited liability companies may be formed under the laws of the State of Nevada.

**ARTICLE IV  
MANAGEMENT**

The Company shall be managed by Managers. The name and address of the Manager of the Company is:

Saddle West Investors, LLC  
222 Via Marnell Way  
Las Vegas, Nevada 89119

**ARTICLE V  
TRANSFER OF INTERESTS; UNSUITABILITY**

Notwithstanding anything to the contrary expressed or implied in these articles, the sale, assignment, transfer, pledge or other disposition of any interest in the Company is ineffective unless approved in advance by the Nevada Gaming Commission ("Commission"). If at any time the commission finds that a member which owns any such interest is unsuitable to hold that interest, the Commission shall immediately notify the Company of that fact. The Company shall, within 10 days from the date that it receives the notice from the Commission, return to the unsuitable member the amount of his capital account as reflected on the books of the Company. Beginning on the date when the Commission serves notice of a determination of unsuitability, pursuant to the preceding sentence, upon the Company, it is unlawful for the unsuitable member: (a) to receive any share of the distribution of profits or cash or any other property of, or payments upon dissolution of, the Company, other than a return of capital as required above; (b) to exercise directly or through a trustee or nominee, any voting right conferred by such interest; (c) to participate in the management of the business and affairs of the Company; or (d) to receive any remuneration in any form from the Company, for services rendered or otherwise.

Any member that is found unsuitable by the Commission shall return all evidence of any ownership in the Company to the Company, at which time the Company shall within 10 days, after the Company receives notice from the Commission, return to the member, in cash, the amount of his or her capital account as reflected on the books of the Company, and the unsuitable member shall no longer have any direct or indirect interest in the Company.

The foregoing Amended and Restated Articles of Organization of Colorado Belle Gaming, LLC are hereby duly adopted and approved by the Company's Member in accordance with the applicable provisions of Chapter 86 of the Nevada Revised Statutes.

Dated this 1<sup>st</sup> day of June, 2007.

**MS GAMING, INC.,**  
a Nevada corporation



By: Anthony A. Marnell, III  
Its: CEO