

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
Fertitta Gaming LLC		12/06/2010	LIMITED LIABILITY COMPANY: NEVADA
RECEIVING PARTY DATA			
Name:	Fertitta Entertainment LLC		
Street Address:	1505 South Pavilion Center Drive		
City:	Las Vegas		
State/Country:	NEVADA		
Postal Code:	89135		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	85180567	FERTITTA ENTERTAINMENT	
Serial Number:	85180560	FERTITTA GAMING	
CORRESPONDENCE DATA			
Fax Number:	(702)382-8135		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	7023822101		
Email:	lvpto@bhfs.com		
Correspondent Name:	Kelley L. Nyquist		
Address Line 1:	100 N. City Parkway, Suite 1600		
Address Line 4:	Las Vegas, NEVADA 89106		
ATTORNEY DOCKET NUMBER:	12100FE		
NAME OF SUBMITTER:	Kelley L. Nyquist		
Signature:	/Kelley L. Nyquist/		

CH \$65.00 85180567

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**TRADEMARK
 REEL: 004435 FRAME: 0725**

Date:

12/17/2010

Total Attachments: 3

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ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsos.gov



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Articles of Conversion
 (PURSUANT TO NRS 92A.205)
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Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 20100906862-54 Filing Date and Time 12/06/2010 2:20 PM Entity Number E0552682009-0
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

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Articles of Conversion
 (Pursuant to NRS 92A.205)

1. Name and jurisdiction of organization of constituent entity and resulting entity:

Fertitta Gaming LLC
 Name of constituent entity

Nevada
 Jurisdiction

limited liability company
 Entity type *

and,

Fertitta Entertainment LLC
 Name of resulting entity

Delaware
 Jurisdiction

limited liability company
 Entity type *

2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

3. Location of plan of conversion: (check one)

- The entire plan of conversion is attached to these articles.
- The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.
- The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330.

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust .

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Conversion Page 1
 Revised: 10-16-09



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Articles of Conversion
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4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Attn:

c/o: Corporation Trust Company
 Corporation Trust Center
 1209 Orange Street
 Wilmington, Delaware 19801

5. Effective date of conversion (optional) (not to exceed 90 days after the articles are filed pursuant to NRS 92A.240)*

6. Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).

2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Fertitta Gaming LLC

Name of constituent entity



Signature

Authorized Signatory

Title

12/2/10
 Date

Frank J. Fertitta III

* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.

FILING FEE: \$350.00

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

This form must be accompanied by appropriate fees.

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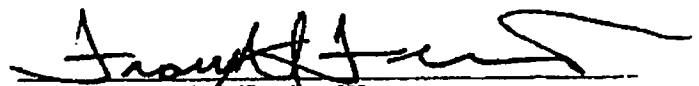
TRADEMARK
REEL: 004435 FRAME: 0728

Certificate of Conversion
From a non-Delaware limited liability company to
a Delaware limited liability company pursuant to
Section 18-214 of the Limited Liability Company Act

This Certificate of Conversion is executed by Fertitta Gaming LLC, a Nevada limited liability company (the "Company"), to convert the Company to a Delaware limited liability company pursuant to Section 18-214 of the Delaware Limited Liability Company Act (the "Act").

1. The jurisdiction where the non-Delaware limited liability company first formed is Nevada.
2. The jurisdiction immediately prior to filing this Certificate is Nevada.
3. The date the non-Delaware limited liability company first formed is October 19, 2009.
4. The name of the non-Delaware limited liability company immediately prior to filing this Certificate is Fertitta Gaming LLC.
5. The name of the limited liability company as set forth in the Certificate of Formation is Fertitta Entertainment LLC.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Formation to be duly executed as of this 2nd day of December, 2010.


Name: Frank J. Fertitta III
Title: Authorized Signatory