

## 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
Shuffle Master, Inc.		09/28/2012	CORPORATION: MINNESOTA
RECEIVING PARTY DATA			
Name:	SHFL entertainment, Inc.		
Street Address:	1106 Palms Airport Drive		
City:	Las Vegas		
State/Country:	NEVADA		
Postal Code:	89119		
Entity Type:	CORPORATION: MINNESOTA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2650060	THREE CARD POKER	
CORRESPONDENCE DATA			
Fax Number:	7022705326		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	7024928895		
Email:	trademark@shfl.com		
Correspondent Name:	Michele L. McShane		
Address Line 1:	1106 Palms Airport Drive		
Address Line 2:	Legal Department		
Address Line 4:	Las Vegas, NEVADA 89119		
NAME OF SUBMITTER:	Michele L. McShane		
Signature:	/Michele L. McShane/		
Date:	11/05/2012		

CH \$40.00 2650060

**Total Attachments: 7**

source=NameChangePTO#page1.tif

source=NameChangePTO#page2.tif

source=NameChangePTO#page3.tif

source=NameChangePTO#page4.tif

source=NameChangePTO#page5.tif

source=NameChangePTO#page6.tif

source=NameChangePTO#page7.tif



62035220002

44-913

DC - BUS NAME

ARTICLES OF AMENDMENT  
of  
ARTICLES OF INCORPORATION  
of  
SHUFFLE MASTER, INC.

The undersigned, the Chief Executive Officer of SHUFFLE MASTER, INC., a Minnesota corporation (the "Corporation"), does hereby certify as follows:

- 1. The name of the Corporation is Shuffle Master, Inc
- 2. The board of directors of the Corporation has adopted the following resolution amending Article I of the Corporation's Articles of Incorporation, in accordance with Section 302A.135, Subd. 7 of the Minnesota Business Corporation Act

Resolution Amending Articles of Incorporation

WHEREAS, it is in the best interest of the Corporation to change its corporate name to SHFL entertainment, Inc., to be effective as of September 28, 2012,

NOW, THEREFORE, IT IS HEREBY

RESOLVED, that Article I of the Articles of Incorporation of the Corporation be amended by deleting Article I in full and replacing it with the following:

"ARTICLE I.

NAME

The name of the corporation is SHFL entertainment, Inc." ✓

FURTHER RESOLVED, that the Chief Executive Officer of the Corporation is hereby authorized and directed to execute Articles of Amendment attesting to the adoption of the foregoing amendment to be effective as of September 28, 2012, and to cause such Articles of Amendment to be filed in the office of the Secretary of State of the State of Minnesota.

- 3. The filing of these Articles of Amendment shall be effective as of September 28, 2012

IN WITNESS WHEREOF, I have hereunder subscribed my name this 27th day of September, 2012

Gavin Isaacs  
Chief Executive Officer

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

SEP 28 2012

Mark Ritchie  
Secretary of State



486969906043

RM

# Office of the Minnesota Secretary of State

## Consent to the Use of Name



Read the instructions before completing this form.  
Filing Fee: \$55 for expedited service in-person & online filings, \$35 for mail

1. Name you wish to register: (Required) SHFL entertainment, Inc.

2. Name already on file: (Required) SHFL ENTERTAINMENT, INC.

3. Address of business already on file: (Required)  
2711 Centerville Road, #400 Wilmington DE 19808  
Street Address City State Zip Code

### 4. PLEASE HAVE THIS PORTION COMPLETED BY THE HOLDER OF THE NAME ALREADY ON FILE:

I grant consent to register the name listed on line 1 to:

SHFL entertainment, Inc.  
(List the name of the person or entity registering the new name)

Located at:  
10901 Valley View Road Eden Prairie MN 55344  
Street Address City State Zip Code

(Check one)  unconditionally  with the following conditions: NOTE: Conditions must be privately enforced.

5. I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required on behalf of the previous holder of this name, who has authorized me to sign this document on his/her behalf. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Susan Enstrom, Asst. Sec. 9-28-12  
Signature of Authorized Person or Authorized Agent Date

SUSAN Enstrom Corporation service company  
Print Name and Position

List a name and daytime phone number of a person who can be contacted about this form:

Chris A. Ingvalson, Paralegal (952) 896-3305  
Contact Name Phone Number

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

SEP 28 2012

Mark Ritchie  
Secretary of State

DC - Restate Art.


44-903

ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
SHFL entertainment, Inc.

The undersigned, the Chief Executive Officer of SHFL entertainment, Inc., a Minnesota corporation (the "Corporation"), does hereby certify as follows:

- 1 The name of the Corporation is SHFL entertainment, Inc.
- 2 Set forth on Exhibit A attached hereto and incorporated herein by reference are the Restated Articles of Incorporation which have been approved by the Board of Directors of the Corporation in accordance with Section 302A.135, Subd. 5 of the Minnesota Business Corporation Act.
- 3 The Restated Articles of Incorporation set forth without change the corresponding provisions of the Corporation's Articles of Incorporation as previously amended.
- 4 The filing of these Articles of Amendment shall be effective as of September 28, 2012

IN WITNESS WHEREOF, I have subscribed my name hereto this 27<sup>th</sup> day of September, 2012.

  
 \_\_\_\_\_  
 Gavin Isaacs  
 Chief Executive Officer

**Exhibit A**  
**Restated Articles of Incorporation**  
**(see attached)**

**RESTATED  
ARTICLES OF INCORPORATION  
OF  
SHFL entertainment, Inc.**

The undersigned, the Chief Executive Officer of SHFL entertainment, Inc., a Minnesota corporation, subject to the provisions of Section 302A of Minnesota Statutes, hereby certifies that the Board of Directors of the Corporation adopted the following Restated Articles of Incorporation of SHFL entertainment, Inc., superseding all existing Articles of Incorporation of the corporation and any amendments thereto filed prior to the date hereof.

**ARTICLE I.**

**NAME**

The name of the corporation is SHFL entertainment, Inc. ✓

**ARTICLE II.**

**REGISTERED OFFICE**

The address of the registered office of the corporation is:

10901 Valley View Rd  
Eden Prairie MN 55344 ✓

**ARTICLE III.**

3.01 Number of Shares. The aggregate number of shares of Common Stock which this Company has the authority to issue is one hundred fifty one million eight hundred seventy five thousand (151,875,000) shares, each with One Cent (\$.01) par value. Such shares shall consist of one class and series of voting Common Stock with equal rights and preferences in all matters unless and until separate classes and/or series are authorized by the Board of Directors pursuant to Section 3.02 of these Articles of Incorporation.

3.02 Classes of Shares. The Board of Directors may, from time to time, establish by resolution different classes or series of shares and may fix the rights and preferences of said shares in any class or series.

3.03 Issuance of Shares. The Board of Directors shall have the authority to issue shares of the Corporation's capital stock. The Board of Directors shall have the authority to issue shares of a class or series to holders of shares of another class or series to effectuate share dividends, splits, or conversions of its outstanding shares.

3.04 Preemptive Rights. No shareholder of the Corporation shall have any preemptive rights to subscribe for or purchase his or her proportionate share of any stock of the Corporation now or hereafter authorized or issued.

3.05 Cumulative Voting. No shareholder shall have the right to cumulate his or her votes in the election of directors or for any other purpose whatsoever.

#### ARTICLE IV.

##### WRITTEN ACTION BY MAJORITY OF BOARD

The Board of Directors may take any action required or permitted to be taken at a duly convened board meeting, by written action signed by a majority of the members of the Board.

#### ARTICLE V.

##### OFFICERS

This corporation shall have the following officers: President, Vice President, Secretary and Treasurer.

These officers shall have the functions, duties, and powers as specified in the Bylaws of this corporation, furthermore, the President shall have the functions, duties, and powers of the Chief Executive Officer of the corporation, as these functions, duties and powers are specified in Section 302A.305, Subd. 2 of the Minnesota Statutes, and the laws amendatory thereof and supplementary thereto; furthermore, that the Treasurer shall have those functions, duties, and powers of the Chief Financial Officer as specified in Section 302A.305, Subd. 3 of the Minnesota Statutes, and the laws amendatory thereof and supplementary thereto.

The Board of Directors may, by majority vote, create the offices of Assistant Secretary and/or Assistant Treasurer, and persons holding such offices shall be deemed to be officers of this corporation.

#### ARTICLE VI.

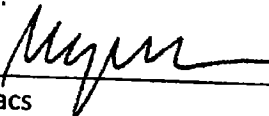
##### LIMITATION ON DIRECTORS LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damage for breach of fiduciary duty as a director, except for (i) liability based on a breach of the duty of loyalty to the Corporation or the shareholders; (ii) liability for acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law; (iii) liability based on the payment of an improper dividend or an improper repurchase of the Corporation's stock under Section 559 of the Minnesota Business Corporation Act (Minnesota Statute, Chapter 302A) or on violations of Minnesota state securities laws (Minnesota Statutes, Section 80A.76); (iv) liability for any transaction from which the director



derived an improper personal benefit; or (v) liability for any act or omission occurring prior to the date this Article VI becomes effective. If Chapter 302A, the Minnesota Business Corporation Act, hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Chapter 302A, the Minnesota Business Corporation Act. Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification. The provisions of this Article VI shall not be deemed to limit or preclude indemnification of a director by this Corporation for any liability of a director which has not been eliminated by the provisions of this Article VI.

IN WITNESS WHEREOF, I have hereunto set my hand effective the 27<sup>th</sup> day of September, 2012, or such later date as required by law.

  
\_\_\_\_\_  
Gavin Isaacs  
Chief Executive Officer

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

SEP 28 2012

  
Secretary of State