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TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM509570

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ENTITY CONVERSION

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Mandalay Corp.		12/31/2017	Corporation:

RECEIVING PARTY DATA

Name:	Mandalay Bay, LLC
Street Address:	3950 Las Vegas Boulevard South
City:	Las Vegas
State/Country:	NEVADA
Postal Code:	89119
Entity Type:	Limited Liability Company: NEVADA

PROPERTY NUMBERS Total: 27

	Number	Word Mark
Registration Number:	3677272	IN GOOD TASTE
Registration Number:	4049064	MOOREA
Registration Number:	4172662	TOPTIONAL
Registration Number:	4485806	MB LIFESTYLE
Registration Number:	4749279	3940 COFFEE & TEA
Registration Number:	4764965	R U CHRGD?
Registration Number:	4764964	R U CHRGD?
Registration Number:	4929182	SKYFALL LOUNGE
Registration Number:	4946441	M MANDALAY BAY RESORT AND CASINO, LAS VE
Registration Number:	4994286	MOOREA BLEND
Registration Number:	5481325	BAY SOLEIL
Registration Number:	3435642	EYECANDY
Registration Number:	5503359	ONE RESORT THREE HOTELS INFINITE POSSIBI
Registration Number:	3507465	E EYECANDY SOUND LOUNGE & BAR
Serial Number:	86804106	RESORTIST
Serial Number:	86804109	RESORTIST
Serial Number:	86871898	TOPTIONAL
Serial Number:	87803377	TOPTIONAL
Serial Number:	87803392	MANDALAY BAY

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Property Type	Number	Word Mark	
Serial Number:	87149590	RHYTHM & RIFFS	
Serial Number:	87803391	MANDALAY BAY	
Serial Number:	87803382	MANDALAY BAY AT HOME	
Serial Number:	87803386	MANDALAY BAY AT HOME	
Serial Number:	87803388	MANDALAY BAY	
Serial Number:	87803372	MANDALAY BAY AT HOME	
Serial Number:	87074591	MANDALAY BAY	
Serial Number:	87074594	MANDALAY BAY	

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 7029498200

Email: pto@Irrc.com

Correspondent Name: Michael J. McCue

Address Line 1: 3993 Howard Hughes Parkway

Address Line 2: Suite 600

Address Line 4: Las Vegas, NEVADA 89169

ATTORNEY DOCKET NUMBER:	143774.00001
NAME OF SUBMITTER:	Michael J. McCue
SIGNATURE:	/Michael J McCue/
DATE SIGNED:	02/11/2019

Total Attachments: 3

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BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708

Website: www.nvsos.gov

Articles of Conversion

(PURSUANT TO NRS 92A.205)

Page. 1

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Filed in the office of Balone K. (egyste

Barbara K. Cegavske Secretary of State State of Nevada

Document Number

20170539680-01

Filing Date and Time

12/22/2017 8:00 AM

Entity Number

C801-1998

ABOVE SPACE IS FOR OFFICE USE ONLY

PLEASE NOTE: The charter document for the resulting entity must be submitted/filed simultaneously with the articles of conversion.

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

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

Mandalay Corp.	
Name of constituent entity	School (4.0 (1.0 (1.0 (1.0 (1.0 (1.0 (1.0 (1.0 (1
Nevada	corporation
Jurisdiction	Entity type *
and,	
Mandalay Bay, LLC	
Name of resulting entity	
Nevada	limited liability company
Jurisdiction	A manager is required program in a region of a manager in appropriate programment and appropriate page (20,0) (20,0) (2)
plan of conversion has been adopted by t	Entity type * the constituent entity in compliance with the tuent entity.
	he constituent entity in compliance with the tuent entity.
plan of conversion has been adopted by t aw of the jurisdiction governing the consti	he constituent entity in compliance with the tuent entity.
plan of conversion has been adopted by the sw of the jurisdiction governing the constitution of plan of conversion: (check one) The entire plan of conversion is attacked.	the constituent entity in compliance with the tuent entity. The do these articles. Persion is on file at the registered office or principal

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

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BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 884-5708

Website: www.nvsos.gov

Articles of Conversion

(PURSUANT TO NRS 92A.205)

Page 2

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Alin:	N/A						
c/o:	N/A						
5. Effective date and t	lme of	filing: (optio	nal) (must n	ot be later	than 90 d	ays after the	e certificate is filed)
a	ate:	December 3	. 2017	Time:	11:59:59	p.m. PST	7
	m. 100.	Develled 3	- Commence of	Space	****	· .	
6. Signatures - must	form			Spine Spine			à
Nevada ilmited partr	be ed te si y ditaner ditaner	gned by: levada entity: or limited-liab one member	an officer o	arlnership; 10 menade	ada corpor ; a manage ra: a Iruste	allon; all gen r of each Ne e of each Ne	veda business trusi:
If constituent entity Nevada limited partrice company with mana a managing partner	be sign of a little sign of a Ne	gned by: levada entity: or limited-lish one member ovada limited-l	an officer o dity limited p if there are i lability partn	artnership; 10 menage ership (a.k.	ada corpor ; a manage rs; a truste .a. general	ralion; ail gen r of each Ne e of each Ne partnership (vada ilmited-lisbility vada business trust; governed by NRS
If constituent entity Nevada ilmited partricompany with mana a managing partner chapter 87). If constituent entity	be sign of a little sign of a Ne	gned by: levada entity: or limited-lish one member ovada limited-l	an officer o dity limited p if there are i lability partn	artnership; 10 menage ership (a.k.	ada corpor ; a manage rs; a truste .a. general	ralion; ail gen r of each Ne e of each Ne partnership (vada ilmited-lisbility vada business trust; governed by NRS

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: Fallure 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.

Nevada Secretary of State 92A Conversion Page 2 Revised: 1-6-15

TRADEMARK

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ASSISTANT SECRETARY'S CERTIFICATE

MANDALAY CORP.

The undersigned, Andrew Hagopian III, does hereby certify to the Nevada Secretary of State that he is the duly appointed Assistant Secretary of Mandalay Corp., a Nevada corporation (the "Company"), and that the Company consents to the use of the name "Mandalay" in the entity to be formed and named "Mandalay Bay, LLC".

IN WITNESS WHEREOF, I have hereunto set my hand this 31" day of December, 2017.

Andrew Hagopian III, Assistant Secretary

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RECORDED: 02/11/2019