

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
EFFECTIVE DATE:	07/26/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
King Show Games LLC		07/26/2006	LIMITED LIABILITY COMPANY: MINNESOTA

RECEIVING PARTY DATA

Name:	King Show Games Inc.
Street Address:	130 Cheshire Lane
City:	Minnetonka
State/Country:	MINNESOTA
Postal Code:	55305
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 35

Property Type	Number	Word Mark
Serial Number:	76382000	SHOCKING HEADLINES
Serial Number:	78448076	HOT ROLL
Serial Number:	76290179	GHOST ISLAND
Serial Number:	76342022	JOE'S YARD GAMES
Serial Number:	78855011	WELCOME HOME
Serial Number:	76231744	CARD PARTY
Serial Number:	78142622	SUPER SALLY'S SHRIMPANIA
Serial Number:	78187836	WILD FOR DOLPHIN\$
Serial Number:	78234612	BREW HA HA
Serial Number:	78240906	OKTOBERFEST
Serial Number:	78240926	BARN BUCKS
Serial Number:	78325473	CRABMANIA

OP \$890.00 76382000

Serial Number:	76373477	NURSE FOLLIES
Serial Number:	78456295	AMERICAN
Serial Number:	78448073	CHERRY CASH
Serial Number:	78448063	SUNRISE 777
Serial Number:	78448057	ICY 8S
Serial Number:	78451647	CYCLONE 7S
Serial Number:	78451649	PLANES, TRAINS AND AUTOMOBILES
Serial Number:	78451650	SHANGHAI SURPRISE
Serial Number:	78456292	WELCOME TO FABULOUS LAS VEGAS
Serial Number:	78458747	CLASSIC JACKPOT
Serial Number:	78458757	VIP
Serial Number:	78562841	CRAFTY CARL'S CRABMANIA
Serial Number:	75806050	STATE FAIR
Serial Number:	75880650	KING SHOW GAMES
Serial Number:	78711732	OUTRAGEOUS OLLIE'S OYSTERMANIA
Serial Number:	78864535	DINOSAUR DOLLAR\$
Serial Number:	78874942	MOTHER GOOSE'S GOLDEN EGG
Serial Number:	78883857	LEGENDS OF ASGARD
Serial Number:	78325530	WHAT'S COOKIN'?
Serial Number:	78435272	LATINO MACHINO
Serial Number:	78477793	CRUSTY CARL'S
Serial Number:	78571781	PLUMBER PAY\$
Serial Number:	78451648	CLASSIC CASH

CORRESPONDENCE DATA

Fax Number: (612)335-1657
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 6123351448
Email: eric.paulsrud@leonard.com
Correspondent Name: Eric D. Paulsrud
Address Line 1: 150 South 5th Street
Address Line 2: Suite 2300
Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	54024.00002
NAME OF SUBMITTER:	Eric D. Paulsrud
Signature:	/Eric D. Paulsrud/

TRADEMARK

REEL: 003355 FRAME: 0805

Date:

07/26/2006

Total Attachments: 4

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**ARTICLES OF CONVERSION
TO A CORPORATION
OF
KING SHOW GAMES LLC TO KING SHOW GAMES INC.**

These Articles of Conversion to a Corporation have been duly executed and are being filed by King Show Games LLC, a Minnesota limited liability company (the "Converting Organization"), under Section 302A.687 of the Minnesota Business Corporation Act (the "MBCA").

1. A copy of the Plan of Conversion is attached hereto as Exhibit A.
2. The name of the Converting Organization before the filing of these Articles of Conversion is King Show Games LLC and the name to which the name of the Converting Organization is to be changed is King Show Games Inc. (the "Converted Organization").
3. The Converted Organization will be a Minnesota corporation.
4. The Plan of Conversion has been approved by the Converting Organization under Section 302A.685 of the MBCA.
5. A copy of the Articles of Incorporation of the Converted Organization is attached hereto as Schedule A to the Plan of Conversion
6. These Articles of Conversion to a Corporation shall be effective July 26, 2006.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion to Corporation as of July 26, 2006.

KING SHOW GAMES LLC

By 

Bradley Berman, Chief Manager


PLAN OF CONVERSION

The undersigned, on behalf of King Show Games LLC, a Minnesota limited liability company (the "Converting Organization"), for the purpose of converting the Converting Organization to a domestic Minnesota corporation, and pursuant to Sections 302A.681 to 302A.691 of the Minnesota Business Corporation Act ("MBCA") and Section 322B.78 of the Minnesota Limited Liability Company Act, hereby states as follows:

1. The name of the converting organization (as that term is defined in Section 302A.011, Subd. 64 of the MBCA) is King Show Games LLC.
2. The name of the converted organization (as that term is defined in Section 302A.011, Subd. 63 of the MBCA) is King Show Games Inc. (the "Converted Organization").
3. The Converted Organization is a Minnesota corporation.
4. There are no other terms and conditions of the proposed conversion, other than the terms and conditions contained in this Plan of Conversion.
5. The sole owner's one hundred percent membership interest in the Converting Organization shall be converted into one million (1,000,000) shares of common stock of the Converted Organization.
6. A copy of the proposed articles of incorporation of the Converted Organization are attached hereto as Schedule A.
7. The sole governor of the Converting Organization shall be the sole director of the Converted Organization. The sole manager of the Converting Organization shall be the sole officer of the Converted Organization, with the titles of President, Secretary and Treasurer.
8. The conversion contemplated hereby shall be effective as of July 26, 2006.

IN WITNESS WHEREOF, the undersigned has executed this document on July 26, 2006.

KING SHOW GAMES LLC

By 
Bradley Berman, Chief Manager

**ARTICLES OF INCORPORATION
OF
KING SHOW GAMES INC.**

The undersigned, being a natural person over the age of 18 years, for the purpose of forming a business corporation under and pursuant to the provisions of Chapter 302A of Minnesota Statutes, does hereby adopt the following Articles of Incorporation:

Article I

The name of this corporation is King Show Games Inc..

Article II

The address of the registered office of this corporation is 130 Cheshire Lane, Minnetonka, Minnesota 55305.

Article III

The aggregate number of shares that this corporation has authority to issue is ten million (10,000,000), with a par value of One Cent (\$.01) per share.

Article IV

The board shall have authority to establish more than one class or series of shares of this corporation, and the different classes and series shall have such relative rights and preferences, with such designations, as the board may by resolution provide.

Article V

Except as may be otherwise provided by the board in a resolution establishing a class or series of the shares of this corporation, shareholders shall have no preemptive rights.

Article VI

There shall be no cumulative voting by shareholders for the election of directors.

Article VII

Any action required or permitted to be taken at a board meeting, if such action need not be approved by the shareholders, may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

Article VIII

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. The foregoing shall not be deemed to eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 302A.559 or 80A.23 of Minnesota Statutes, (iv) for any transaction from which the director derived any improper personal benefit, or (v) for any act or omission occurring prior to the effective date of this Article VIII. Any repeal or modification of this paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

Article IX

An action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting by written action signed, or consented to by authenticated electronic communication, by shareholders having voting power equal to the voting power that would be required to take the same action at a meeting of the shareholders at which all shareholders were present.]

Article X


Pursuant to Minnesota Statutes, Section 302A.471, Subd. 1(a), a shareholder of this corporation shall not have the right to dissent from, and obtain payment for the fair value of the shareholder's shares in the event of, an amendment of the Articles of Incorporation that materially and adversely affects the rights or preferences of the shares of the shareholder.

Article XI

The name and address of the incorporator are:

Bradley Berman
130 Cheshire Lane
Minnetonka, MN 55305

IN WITNESS WHEREOF, these Articles have been executed this 26th day of July, 2006.



Bradley Berman
Incorporator

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

JUL 26 2006


Mary Hoffmann
Secretary of State

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