

**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>
AMBI LLC		01/05/2006	LIMITED LIABILITY COMPANY:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	MAJOR LEAGUE GAMING INC.		
<b>Street Address:</b>	420 Lexington Avenue		
<b>Internal Address:</b>	Suite 2820		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10170		
<b>Entity Type:</b>	CORPORATION:		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78413296	MAJOR LEAGUE GAMING	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)468-4888		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Email:</b>	dweems@dglaw.com		
<b>Correspondent Name:</b>	Davd A. Weems		
<b>Address Line 1:</b>	1740 Broadway		
<b>Address Line 2:</b>	20th Floor		
<b>Address Line 4:</b>	New York, NEW YORK 10019		
<b>ATTORNEY DOCKET NUMBER:</b>	20070-7-0		
<b>NAME OF SUBMITTER:</b>	David A. Weems		
<b>Signature:</b>	/david a. weems/		

CH \$40.00 78413296

Date:

03/27/2007

Total Attachments: 7  
source=mlg#page1.tif  
source=mlg#page2.tif  
source=mlg#page3.tif  
source=mlg#page4.tif  
source=mlg#page5.tif  
source=mlg#page6.tif  
source=mlg#page7.tif

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "AMBI LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "AMBI LLC" TO "MAJOR LEAGUE GAMING INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF JANUARY, A.D. 2006, AT 6:35 O'CLOCK P.M.

3572638 8100V

070353290



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5532931

DATE: 03-23-07

TRADEMARK  
REEL: 003508 FRAME: 0721

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:35 PM 01/05/2006  
FILED 06:35 PM 01/05/2006  
SRV 060012918 - 3572638 FILE

**CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY TO  
A CORPORATION**

(Pursuant to Section 265 of the Delaware General Corporation Law)

**AMBI LLC** (hereinafter called the "**Company**"), a limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, does hereby certify:

1. The Company is formed under the jurisdiction of the State of Delaware.
2. The name of the Company immediately prior to the filing of this Certificate is **AMBI LLC**.
3. The date the Company was first formed is September 24, 2002.
4. The name of the corporation as set forth in the Certificate of Incorporation is **Major League Gaming Inc.** (hereinafter called the "**Corporation**").
5. Upon the filing of this Certificate and the Certificate of Incorporation with the Secretary of State of the State of Delaware each Common Membership Unit of the Company and each Preferred Membership Unit of the Company shall automatically convert into the right to receive one share of Common Stock, par value \$0.001, of the Corporation.

BRMFS1 645755v1

**TRADEMARK  
REEL: 003508 FRAME: 0722**

**IN WITNESS WHEREOF**, this Certificate of Conversion from a Limited Liability Company to a Corporation has been executed by a duly authorized officer of the Company on this 5th day of January 2006.

By: /s/ MICHAEL SEPSO  
Name: Michael Sepso  
Title: Chief Executive Officer

# Delaware

PAGE 2

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "MAJOR LEAGUE GAMING INC." FILED IN THIS OFFICE ON THE FIFTH DAY OF JANUARY, A.D. 2006, AT 6:35 O'CLOCK P.M.



3572638 8100V

070353290

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5532931

DATE: 03-23-07

TRADEMARK  
REEL: 003508 FRAME: 0724

**CERTIFICATE OF INCORPORATION  
OF  
MAJOR LEAGUE GAMING INC.**

The undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, does make, file and record this Certificate, and does certify that:

**FIRST:** The name of this corporation is Major League Gaming Inc. (the "**Corporation**").

**SECOND:** The name and address of the registered office of the Corporation in the State of Delaware is National Registered Agents, Inc., 160 Greentree Drive, Suite 101, County of Kent, Dover, DE 19904.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware (the "**General Corporation Law**").

**FOURTH:** The total number of shares of all classes of stock which the Corporation shall have authority to issue is Two Million (2,000,000) shares of Common Stock, \$0.001 par value per share.

**FIFTH:** The Corporation is to have perpetual existence.

**SIXTH:** In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

A. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the by-laws of the Corporation.

B. Elections of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

C. The books of the Corporation may be kept at such place within or without the State of Delaware as the by-laws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

**SEVENTH:** To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article Seventh to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended. Any repeal or modification of the foregoing provisions of this Article Seventh by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or

increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

**EIGHTH:** To the maximum extent permitted from time to time under the laws of the State of Delaware, the Corporation shall indemnify and upon request shall advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was or has agreed to be a director or officer of the Corporation or while a director or officer is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against any and all expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement or incurred in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim: provided, however, that the foregoing shall not require the Corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. No amendment or repeal of this Article Eighth shall apply to or adversely affect any right or protection of a director or officer of the Corporation with respect to any act or omission of such director occurring prior to such amendment or repeal.

**NINTH:** Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

**TENTH:** The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon a stockholder herein are granted subject to this reservation.



**ELEVENTH:** The name and mailing address of the incorporator are as follows:

Name: Michael Sepso  
Address: 55 Washington Street, Suite 814  
Brooklyn, NY 11201

**IN WITNESS WHEREOF**, this Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on this 5th day of January 2006.

By: /s/ MICHAEL SEPSO  
Name: Michael Sepso  
Title: Incorporator