

11-29-2000

COVER SHEET
ONLY

OMB No. 0651-0011 exp. 4-94



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To the Honorable Commissic

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and the attached original documents or copy thereof.

1. Name of conveying party(ies):

Hollywood Park, Inc.

Handwritten: MPO 149

- Individual(s)
- General Partnership
- Corporation-State - DE
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: February 3, 2000

2. Name and address of receiving party(ies)

Name: Pinnacle Entertainment, Inc.

Internal Address: 330 North Brand Boulevard

Street Address: Suite 1100

City: Glendale State: CA ZIP: 91203

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designee is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/779,516 and
75/779,262

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Gary N. Frischling, Esq.

Internal Address: Irell & Manella LLP

Street Address: 1800 Avenue of the Stars

City: Los Angeles State: CA ZIP: 90067

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

09-0946

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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1 187481 40.00 OP
2 60442 25.00 OP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Gary N. Frischling
Name of Person Signing

[Handwritten Signature]
Signature

10-31-00
Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

PINNACLE ENTERTAINMENT, INC.
a Delaware corporation

INTO

HOLLYWOOD PARK, INC.
a Delaware corporation

(Pursuant to Section 253 of the
Delaware General Corporation Law)

Hollywood Park, Inc., a corporation organized and existing under the laws of the
state of Delaware (the "**Corporation**"), does hereby certify that:

FIRST: The Corporation was incorporated on October 26,
1981, pursuant to the Delaware General Corporation Law.

SECOND: The Corporation owns all of the outstanding shares of
each class of stock of Pinnacle Entertainment, Inc., a Delaware corporation
incorporated on February 3, 2000, pursuant to the Delaware General
Corporation Law.

THIRD: The Corporation, by the adoption of the following
resolutions of the Executive Committee of its Board of Directors duly
adopted by Unanimous Written Consent as of February 3, 2000, determined
to merge into itself said Pinnacle Entertainment, Inc., with the Corporation
being the surviving corporation, pursuant to the provisions of Section 253 of
the Delaware General Corporation Law:

RESOLVED, that Pinnacle Entertainment, Inc., a
Delaware corporation and wholly-owned subsidiary of the
Corporation, be merged with and into the Corporation, with
the Corporation being the surviving corporation (the
"**Merger**"), pursuant to the provisions of Section 253 of the
Delaware General Corporation Law;

RESOLVED FURTHER, that the Merger be, and it
hereby is, authorized and approved;

RESOLVED FURTHER, that the Merger shall
become effective upon the effectiveness of the filing of a
Certificate of Ownership and Merger with the Secretary of

State of the State of Delaware in accordance with the Delaware General Corporation Law (the "**Effective Date**") and upon the Effective Date, the separate existence and corporate organization of Pinnacle Entertainment, Inc. shall cease and the Corporation shall thereupon become the surviving corporation and shall continue its existence under Delaware law;

RESOLVED FURTHER, that upon the Effective Date, the Corporation shall assume all of the obligations and liabilities of Pinnacle Entertainment, Inc.;

RESOLVED FURTHER, that upon the Effective Date, the name of the Corporation shall be changed to Pinnacle Entertainment, Inc. and ARTICLE I of the Certificate of Incorporation of the Corporation, as heretofore amended, shall be amended to read as follows:

"ARTICLE I

The name of this corporation is Pinnacle Entertainment, Inc."

RESOLVED FURTHER, that, except for the foregoing amendment to ARTICLE I, the Certificate of Incorporation, as previously amended, shall remain unchanged by the Merger and in full force and effect until further amended in accordance with the Delaware General Corporation Law;

RESOLVED FURTHER, that the issued and outstanding shares of stock of Pinnacle Entertainment, Inc. shall not be converted in any manner, but each said share of stock which is issued as of the Effective Date shall be surrendered and cancelled;

RESOLVED FURTHER, that the officers of the Corporation be, and each of them acting alone hereby is, authorized, empowered and directed for and on behalf of the Corporation and in its name to prepare, or cause to be prepared, and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to so merge Pinnacle Entertainment, Inc. into the Corporation and to assume its obligations, and to so change the name of the Corporation, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and to do all such other acts and things whatsoever, whether within or

without the State of Delaware, which may be necessary or proper to effect the Merger and change of name; and

RESOLVED FURTHER, that the officers of the Corporation be, and each of them acting alone hereby is, authorized, empowered and directed for and on behalf of the Corporation and in its name to execute any and all written consents as the sole stockholder of Pinnacle Entertainment, Inc. as such officers, or any of them, may deem necessary, advisable or appropriate to effect the Merger and change of name.

FOURTH: The Certificate of Ownership and Merger shall be filed with the Secretary of State of the State of Delaware so as to become effective on February 23, 2000 at 6:00 a.m. Eastern Standard Time.

IN WITNESS WHEREOF, the Corporation has caused this certificate
to be executed by its duly authorized officer this 3rd day of February, 2000.

HOLLYWOOD PARK, INC.

By: Bruce C. Hinckley
Bruce C. Hinckley, Vice President