

Filing and License Fee: \$310.00 minimum

ID Number: 135653



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1 1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Bally Gaming, Inc.
2. It is incorporated under the laws of Nevada
3. The name, if different, which it elects to use in Rhode Island is:
(a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is 09/03/91 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 6601 South Bermuda Road, Las Vegas, Nevada 89119
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is CT Corporation Systems
(Name of Agent)
7. The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:
sale/distribution of gaming devices
8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>Robert L. Miodunski</u>	<u>6601 South Bermuda Road, Las Vegas, Nevada 89119</u>
Director	<u>Robert L. Saxton</u>	<u>6601 South Bermuda Road, Las Vegas, Nevada 89119</u>
President	<u>Robert L. Miodunski</u>	<u>6601 South Bermuda Road, Las Vegas, Nevada 89119</u>
Vice President	<u>N/A</u>	
Treasurer	<u>Robert L. Saxton</u>	<u>6601 South Bermuda Road, Las Vegas, Nevada 89119</u>
Secretary	<u>Mark Lerner</u>	<u>6601 South Bermuda Road, Las Vegas, Nevada 89119</u>

- 9 The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
2,500	Common	N/A	No Par

- 10 The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
100	Common	N/A	No Par

- 11 (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is
\$ 11,000,000
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is
\$ -0-
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage]
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is
\$ 0
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 1,600,000
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage]
- 13 This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 10/21/03

BALLY GAMING, INC.

Print Exact Name of Corporation Making Application

By [Signature]

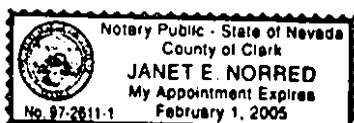
☒ President or ☐ Vice President (check one)

By [Signature]

☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF Nevada
COUNTY OF Clark

In Las Vegas, NV, on this 21st day of October, 2003, before me personally appeared [Signature] who, being duly sworn, declared that he/she is the [Signature] of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.



[Signature]
Notary Public

My Commission Expires 2/1/05



October 22, 2003

(Via Federal Express)

Rhode Island Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

Re: Bally Gaming, Inc.

Dear Sir/Madam:

Enclosed please find two duplicate original Applications for Certificate of Authority for Bally Gaming, Inc., together with check number 108763 in the amount of \$310 for the filing fee, and a certified copy of Bally Gaming, Inc.'s Articles of Incorporation and amendments thereto, and a Certificate of Good Standing from the Secretary of State of Nevada.

Please file the enclosed documents, and return a Certificate of Authority in the enclosed federal express envelope. If you have any questions, please do not hesitate to contact me at (702) 270-7644. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script that reads "Pamela Bowsher".

Pamela Bowsher
Paralegal

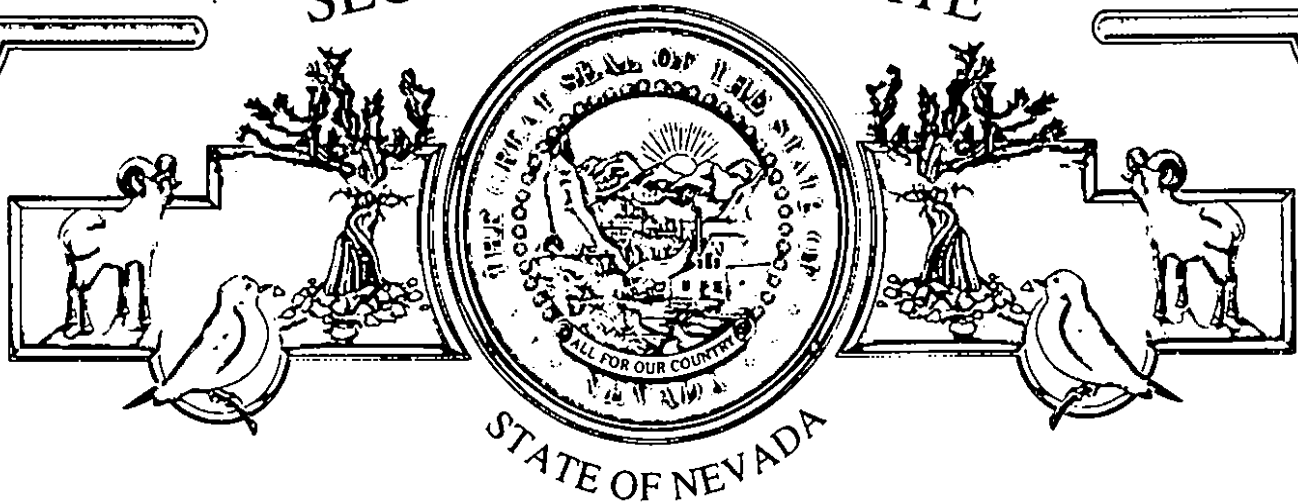
Encs.

BALLY GAMING & SYSTEMS
BALLY WULF
RAIL CITY CASINO
RAINBOW CASINO
UNITED COIN MACHINE COMPANY
VIDEO SERVICES, INC.

CO. NY 10 01 77 133
THE SECRETARY OF
STATE OF NEVADA
03A13038

6601 SOUTH BERMUDA ROAD
LAS VEGAS, NEVADA 89119-3605
TELEPHONE: 702-270-7620
702-270-7621
FAX: 702-270-7682

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **BALLY GAMING, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since September 3, 1991, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on October 10, 2003.



Dean Heller

DEAN HELLER
Secretary of State

By

D. J. Zaul

Certification Clerk

STATE OF NEVADA
Secretary of State

I hereby certify that this is a
true and complete copy of
the document as filed in this
office.

OCT 10 03

Dean Heller
DEAN HELLER
Secretary of State

By *Clat*

Filing Fee: \$150.00

ID Number: 145753



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

ARTICLES OF INCORPORATION
(To Be Filed In Duplicate Original)

05 FEB -8 AM 11:56
SECRETARY OF STATE
CORPORATIONS DIV

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Racman, Inc.

(This is a close corporation pursuant to § 7-1.1-51 of the General Laws, 1956, as amended.) (Strike if inapplicable)

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes for which the corporation is organized are:

Repair and sales of office business equipment, primarily copiers, fax, and printers.

4. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares 2000 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value.):

0.01

or

(b) If more than one class: Total number of shares _____ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws, 1956, as amended, in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.):

5. Provisions, if any, dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:

FILED
FEB 08 2005

By KMC M 57243

6. Provisions, if any, for the regulation of the internal affairs of the corporation:

7. The address of the initial registered office of the corporation is 19 Raven Blvd.
Greene, RI 02827 and the name of its initial registered agent
Jacqueline Stiles
(City/Town) (Zip Code) (Name of Agent)

8. The number of directors constituting the initial board of directors of the corporation is 1 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

<u>Title</u>	<u>Name</u>	<u>Address</u>
Director	David Fusco	19 Raven Blvd., Greene, Rhode Island 02827

9. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Business Filings Incorporated, Mark Schiff, AVP	Business Filings Incorporated, 8025 Excelsior Dr. Suite 200, Madison, WI 53717.

10. Date when corporate existence is to begin Upon filing
(not prior to, nor more than 30 days after, the filing of these articles of incorporation)

Date: 02/07/05

Signature of each Incorporator

STATE OF WISCONSIN
COUNTY OF DAVE

In 2005, on this 7 day of February, , personally
appeared before me MARK SCHIFF,
each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally
acknowledged said instrument by them subscribed to be their free act and deed.

Notary Public
My Commission Expires: 2/1/07

