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FORM **BCA 5.10/5.20** (rev. Dec. 2003)
**STATEMENT OF CHANGE OF
REGISTERED AGENT AND/OR
REGISTERED OFFICE**
Business Corporation Act



Doc#: **0622317127** Fee: \$28.50
Eugene "Gene" Moore
Cook County Recorder of Deeds
Date: 08/11/2006 03:26 PM Pg: 1 of 3

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-3647
www.cyberdriveillinois.com

FILED

JUN 20 2006

**JESSE WHITE
SECRETARY OF STATE**

Remit payment in the form of a
check or money order payable
to the Secretary of State.

File # 61590447 Filing Fee: \$25.00 Approved: SB

Submit in duplicate Type or Print clearly in black ink Do not write above this line

- CORPORATE NAME: FDS Gaming Corporation
- STATE OR COUNTRY OF INCORPORATION: Minnesota
- Name and address of the registered agent and registered office as they appear on the records of the office of the Secretary of State (before change):

Registered Agent	<u>C T Corporation System</u>		
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	<u>208 So LaSalle St., Suite 314</u>		
	<i>Number</i>	<i>Street</i>	<i>Suite No. (A P.O. Box alone is not acceptable)</i>
	<u>Chicago,</u>	<u>60604-1101</u>	<u>County of Cook</u>
	<i>City</i>	<i>ZIP Code</i>	<i>County</i>

- Name and address of the registered agent and registered office shall be (after all changes herein reported):

Registered Agent	<u>National Registered Agents, Inc.</u>		
	<i>First Name</i>	<i>Middle Name</i>	<i>Last Name</i>
Registered Office	<u>200 West Adams Street</u>		
	<i>Number</i>	<i>Street</i>	<i>Suite No. (A P.O. Box alone is not acceptable)</i>
	<u>Chicago, IL</u>	<u>60606,</u>	<u>County of Cook</u>
	<i>City</i>	<i>ZIP Code</i>	<i>County</i>

- The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.
- The above change was authorized by: ("X" one box only)
 - By resolution duly adopted by the board of directors. (Note 5)
 - By action of the registered agent. (Note 6)

SEE REVERSE SIDE FOR SIGNATURE(S).

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7. (If authorized by the board of directors, sign here. See Note 5)

The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true.

Dated May 23, 2006 _____ PDS Gaming Corporation
 (Month & Day) (Year) (Exact Name of Corporation)
Peter D. Cleary
 (Any Authorized Officer's Signature)
 Peter D. Cleary - President
 (Type or Print Name and Title)

(If change of registered office by registered agent, sign here. See Note 6)

The undersigned, under penalties of perjury, affirms that the facts stated herein are true.

Dated June 13th, 2006 _____ Cheryl Conklin
 (Month & Day) (Year) (Signature of Registered Agent of Record)

Cheryl Conklin - Assistant Secretary

(Type or print name. If the registered agent is a corporation, type or print the name and title of the officer who is signing on its behalf.)

NOTES

1. The registered office may, but need not be the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address; a post office box number alone is not acceptable.
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, then the corporation must file with the recorder of deeds of the new county a certified copy of the articles of incorporation and a certified copy of the statement of change of registered office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of *registered agent* must be by resolution adopted by the board of directors. This statement must then be signed by a duly authorized officer.
6. The registered agent may report a change of the *registered office* of the corporation for which he or she is registered agent. When the agent reports such a change, this statement must be signed by the registered agent. If a corporation is acting as the registered agent, a duly authorized officer of such corporation must sign this statement.

Cheryl Conklin
Unisearch, Inc.
1780 Barnes Blvd SW
Tumwater, WA 98512
800-722-0708 Ext: 103
Fax: 800-531-1717
cherylc@unisearch.com

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05/22/06

WAIVER OF NOTICE AND MINUTES OF MEETING OF THE BOARD OF DIRECTORS PDS GAMING CORPORATION

We, the undersigned, being all of the members of the **Board of Directors** (the "Board") of **PDS GAMING CORPORATION** (the "Corporation"), do hereby waive notice of, and consent to, this meeting and hereby waive all statutory requirements as to notice of the time, place and purposes of this meeting and hereby consent to the transaction of any business which may come before this meeting.


Pursuant to such waiver and the Bylaws of the Corporation, this meeting of the Board was held on May 22, 2006 at the Corporation's offices at 6280 Annie Oakley Drive, Las Vegas, Nevada. The following individual members of the Board were present: **Johan P. Finley (Chairman)**, **Peter D. Cleary** and **Lona M. B. Finley**.

The Chairman of the Board called the meeting to order and presided as Chairman thereof, and Lona M.B. Finley acted as Secretary of the meeting and kept the minutes thereof.


The Chairman stated that the purpose of the meeting was to consider a change in registered agent. After some discussion, on motion duly made and seconded, National Registered Agents, Inc., was unanimously named to replace CT Corporation System in those jurisdictions where CT Corporation System is currently named as the registered agent.

There being no further business to come before this meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

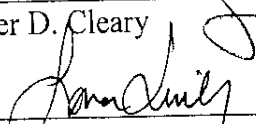
APPROVED:



Johan P. Finley, Chairman



Peter D. Cleary



Lona M.B. Finley

EXEC