

F98000002211

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

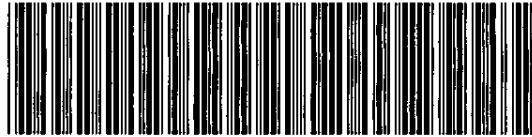
(Business Entity Name)

(Document Number)

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TALLAHASSEE FLORIDA

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DEC 18 2015

R. WHITE

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: WMS Industries, Inc.

(Name of Corporation)

DOCUMENT NUMBER: F98000002211

The enclosed **withdrawal application** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mr. Philip J. Bauer

(Name of Person)

Scientific Games International, Inc.

(Firm/Company)

1500 Bluegrass Lakes Parkway

(Address)

Alpharetta, Georgia 30004

(City/State and Zip code)

For further information concerning this matter, please call:

Philip J. Bauer

(Name of Person)

at (770) 664.3700

(Area Code & Daytime Telephone Number)

Enclosed is a check for the amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is Enclosed) \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL.32314

STREET ADDRESS:

Amendment Section
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL. 32301

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

WMS Industries Inc.

(Name of Corporation)

F98000002211

(Document Number of Corporation (if known))

Delaware

(Incorporated Under Laws of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

6650 S. EL CAMINO ROAD

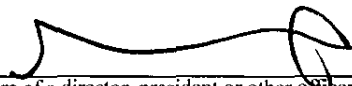
(Mailing Address)

LAS VEGAS, NEVADA 89118

(City/ State /Zip)

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15 DEC 16 AM 6:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

12-11-15

(Date)

Scott D. Schweinfurth

(Typed or printed name of person signing)

Treasurer & Secretary

**Bally Technologies, Inc. (Successor
by merger to WMS Industries Inc.)**

FILING FEE \$35

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"WMS INDUSTRIES INC.", A DELAWARE CORPORATION,
WITH AND INTO "BALLY TECHNOLOGIES, INC." UNDER THE NAME OF "BALLY TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEVADA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JUNE, A.D. 2015, AT 1:54 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JULY, A.D. 2015.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5775774 8100M

150985953

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2512406

DATE: 06-29-15

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:54 PM 06/29/2015
FILED 01:54 PM 06/29/2015
SRV 150985953 - 0807233 FILE

CERTIFICATE OF MERGER
OF
WMS INDUSTRIES INC.
WITH AND INTO
BALLY TECHNOLOGIES, INC.

Dated as of June 29, 2015

Pursuant to Section 252 of the General Corporation Law of the State of Delaware (the "DGCL"), Bally Technologies, Inc., a Nevada corporation ("Bally"), hereby certifies the following information relating to the merger of WMS Industries Inc., a Delaware corporation ("WMS") with and into Bally (the "Merger").

FIRST. The name and state of incorporation of each of the constituent companies that is a party to the Merger (the "Constituent Companies") are as follows:

<u>Name</u>	<u>State</u>
WMS Industries Inc.	Delaware
Bally Technologies, Inc.	Nevada

SECOND. An Agreement and Plan of Merger dated as of June 24, 2015 (the "Merger Agreement"), between WMS and Bally, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Companies in accordance with Section 252 of the DGCL.

THIRD. The corporation surviving with respect to the Merger shall be Bally (the "Surviving Company").

FOURTH. The articles of incorporation of Bally shall remain the articles of incorporation of the Surviving Company.

FIFTH. A copy of the executed Merger Agreement is on file at the office of the Surviving Company, which is located at 6650 South El Camino Road, Las Vegas, Nevada 89118.


SIXTH. A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any stockholder of either of the Constituent Companies.

SEVENTH. This Certificate of Merger, and the Merger provided for herein, shall become effective on July 1, 2015 at 12:01:01 a.m. Pacific time.

EIGHTH. The Surviving Company agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as the enforcement of any obligation of the Surviving Company arising from the Merger, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail a copy of any such process to the Surviving Company at 6650 El Camino Road, Las Vegas, Nevada 89118.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Merger as of the date first set forth above.

BALLY TECHNOLOGIES, INC.

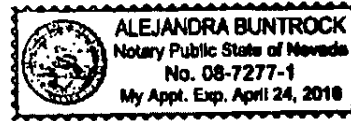
By: 
Name: Scott D. Schweinfurth
Title: Treasurer and Secretary

STATE OF NEVADA)
) SS.
COUNTY OF CLARK)

The foregoing instrument was subscribed and sworn to before me this 24 day of June, 2015, by
Scott D. Schweinfurth.

Alejandra Buntrock
Notary Public

Alejandra Buntrock
Printed Name



My Commission expires: 4/24/2016



December 11, 2015

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: WMS Industries, Inc. - Document No. F98000002211
WITHDRAWAL OF WMS INDUSTRIES INC. DUE TO MERGER


To Whom It May Concern:

WMS Industries Inc., a Nevada corporation, merged into Bally Technologies, Inc. a Nevada corporation, effective July 1, 2015, with Bally Technologies, Inc. as the surviving entity. Both WMS Gaming Inc. (Document No. F98000002211) and Bally Technologies, Inc. (Document No. 15000005292) are registered as foreign corporations doing business in your state. Attached please find the following information requested by your office to revoke/withdraw WMS Gaming Inc.'s authority to do business in your state as a foreign corporation: Cover Letter and Application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida and Certificate of Merger from Delaware.

Also enclosed is our check number 512101868 in the amount of \$35.00 to cover filing fees.

If you have any questions, please give me a call at 770.664.3720 or blanca.petitone@scientificgames.com.

Sincerely,


Blanca M. Petitone
Legal Department
/enclosures