

MINUTES OF COMBINED MEETING OF SHAREHOLDERS  
AND DIRECTORS OF BBC ENTERTAINMENT, INC.

A combined meeting of shareholders and directors of BBC Entertainment, Inc. was duly called and held at the offices of the corporation at Mission, South Dakota on the 25th day of October, 1994. The meeting was called to order at 10:00 a.m.

Waiver of notice of the following meeting of shareholders and directors, and consent to action taken therein will be evidenced by the signatures annexed to the minutes of the meeting.

The corporation has been furnished a copy of Rosebud Tribe Resolution 94-02 adopted on October 13, 1994. Rather than attempt to further explain to the Tribe the reasons that management of the corporation had thought that they were working in the best interests of the Tribe it was determined to restructure the corporation to fully comply with any representations deemed by the Tribe to be material relative to the management agreement between BBC and the Tribe.

Pursuant to the Tribal resolution, and based on the discussion with Wayne Boyd and John Boyd it was determined to structure the Boyd stock ownership on a preferred basis, to insure their rights to always be directors of the corporation and so that in the event of any later distribution of corporate assets in the event of a liquidation the stock ownership of the Boyds stock interests would be superior and redeemed prior to any other shareholder.

The corporation in its Articles of Incorporation has set up authority to issue preferred stock, and therefore, based on this resolution the rights of the preferred stock are herein adopted:

BBC Entertainment, Inc. hereby establishes a series of Preferred Stock to be known as Preferred Stock, Series A.

The Series A Preferred Stock shall consist of 50,000 shares. The par value of the shares of Series A Preferred Stock shall be ten cents (\$.10) per share.

The Series A Preferred Stock shall be superior to the Common stock, and all later issued Preferred Stock in the event of a liquidation of the corporation, or in the event of the distribution of corporate assets.

Each 25,000 shares of Series A Preferred Stock shall have the absolute right to elect one director of the corporation, and that director may be, but does not have to be, the shareholder owning the stock. At all times while the Series A Preferred Stock shall be issued and outstanding the corporation shall have no less than three directors, and the total number of directors in excess of three may be set from time to time by vote of the common shareholders.



The rate of dividend of the Class A Preferred Stock shall be six per cent (6%) per annum, with credit given for any other distributions paid to the preferred shareholder.

The Class A Preferred Stock shall be redeemable at par value from profits and return of capital of the corporation prior to redemption of any shares of common stock.

The amount payable upon the shares of Class A Preferred Stock in the event of voluntary or involuntary liquidation shall be par value.

The shares of Series A Preferred Stock shall be convertible to shares of Common Stock only upon mutual agreement of the owners of a majority of the shares of common stock, and Series A Preferred Stock.

Upon motion duly made and approved, the Corporation is authorized to issue 25,000 shares of its Series A Preferred Stock to L. Wayne Boyd, and the corporation acknowledges receipt of sufficient consideration to honor the \$2,500 subscription agreement previously executed by L. Wayne Boyd. Upon issuance the shares shall be deemed to be fully paid and non assessable.

Upon motion duly made and approved, the Corporation is authorized to issue 25,000 shares of its Series A Preferred Stock to John Boyd, and the corporation acknowledges receipt of sufficient consideration to honor the \$2,500 subscription agreement previously executed by John Boyd. Upon issuance the shares shall be deemed to be fully paid and non assessable.

The corporation's directors shall be the following named individuals to serve for a period of one year, or until their successors shall be elected and qualified:

Charles Colombe  
L. Wayne Boyd  
John Boyd

The corporation's officers shall be the following named individuals, to serve for a period of one year, or until their successors shall be elected and qualified:

Charles Colombe	President, Treasurer
John Boyd	Vice President
L. Wayne Boyd	Secretary

The new directors and officers of the Corporation acknowledged that they have agreed to sign these minutes in acknowledgment of the action herein taken, and to ratify all actions of the corporation to this date as if they had been directors, shareholders and officers of the corporation at all times.


Current business was discussed. It was explained that because of certain misunderstandings between the Gaming Commission and casino suppliers relative to Retail Gaming Licenses and similiar issues that revenues and earnings were substantially reduced, but

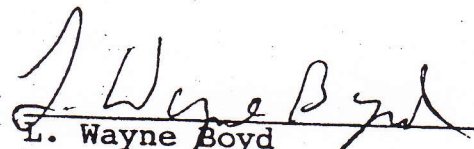
still were remaining ahead of conservative budget estimates. As an expression of business policy, and to alleviate any concerns of the Rosebud Gaming Commission in that regard, it was agreed that this corporation would dedicate its efforts only toward the Rosebud Casino, and that it would not enter into any other management agreements.

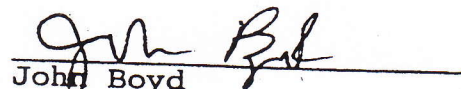
Their being no further business the meeting was adjourned.

Secretary

The undersigned, Charlie Colombe, L. Wayne Boyd and John Boyd, hereby ratify and acknowledge the foregoing minutes, and consent to the action therein taken, and the said individual further acknowledge and ratify all action taken by BBC Entertainment, Inc. shareholders and directors to this date, adopt and approve the same.

  
Charlie Colombe

  
L. Wayne Boyd

  
John Boyd