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FILED  
2002 MAR 20 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 481013 5027794  
AUTHORIZATION : *Patricia Pyatt*  
COST LIMIT : \$ 35.00

ORDER DATE : March 19, 2002

ORDER TIME : 10:20 AM

ORDER NO. : 481013-195

800005196678--1

CUSTOMER NO.: 5027794

CUSTOMER: Ms. Pamela A. Bouchard  
Park Place Entertainment  
3930 Howard Hughes Pkwy  
Las Vegas, NV 89109

CHANGE OF AGENT

NAME: FLORIDA M CORPORATION

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02 MAR 20 AM 11:20  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

           CERTIFIED COPY  
XX            PLAIN STAMPED COPY

C. Coullatte MAR 20 2002

CONTACT PERSON: Ta-tanisha Adams -- EXT# 1131

EXAMINER: \_\_\_\_\_

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation : FLORIDA "M" CORPORATION

2. The mailing address of the corporation : 3930 Howard Hughes Parkway  
Las Vegas, Nevada 89109

3. Date of incorporation/qualification: 04/14/1972 Document number: 99312

4. The name and address of the current registered agent and office:  
CT Corporation System  
1200 South Pine Island Road  
Plantation, FL 33324

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5. The name and address of the new registered agent (if changed) and/or registered office (if changed):  
(P. O. Box ~~Not~~ Acceptable)  
Corporation Service Company  
1201 Hays Street  
Tallahassee, FL 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Mark Clayton (Signature of an officer, chairman or vice chairman of the board) Jan. 18, 2002 (Date)

MARK A. CLAYTON, ASSISTANT SECRETARY  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Deborah D. Skipper (Signature of Registered Agent) 3/20/02 (Date)

If signing on behalf of an entity: Deborah D. Skipper  
Asst. V. Pres.  
(Typed or Printed Name) (Capacity)

\*\*\* FILING FEE: \$35.00 \*\*\*