

P94000029019



ACCOUNT NO. : 072100000032
REFERENCE : 459718 4809148
AUTHORIZATION : Patricia Pzyut
COST LIMIT : \$ 35.00

ORDER DATE : July 11, 1997
ORDER TIME : 11:51 AM
ORDER NO. : 459718-005 800002237468--2
CUSTOMER NO: 4809148
CUSTOMER: David Marote, Legal Asst
Hilton Hotels Corporation
9336 Civic Center Drive
Building A
Beverly Hills, CA 90210

DOMESTIC FILINGS

NAME: BALLY'S ENTERTAINMENT FLORIDA, INC.

FILED
97 JUL 14 PM 3:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker
EXAMINER'S INITIALS. *WV*

RECEIVED
97 JUL 14 PM 3:56

ARTICLES OF DISSOLUTION

FILED
97 JUL 14 PM 3:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: BALLY'S ENTERTAINMENT FLORIDA, INC.

SECOND: The date dissolution was authorized: July 7, 1997

THIRD: Adoption of Dissolution (CHECK ONE)

- Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

_____ (voting group)

Signed this 9th day of July, 19 97

Signature Matthew J. Hart
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Matthew J. Hart
(Typed or printed name)

Vice President and Treasurer
(Title)