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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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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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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.

[Signature] (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 ***