



THE UNITED STATES CORPORATION COMPANY

F98000006141

ACCOUNT NO. : 072100000032
REFERENCE : 021997 4809148
AUTHORIZATION : Patricia Pizutti
COST LIMIT : \$ 70.00

ORDER DATE : November 4, 1998
ORDER TIME : 10:30 AM
ORDER NO. : 021997-005
CUSTOMER NO: 4809148
CUSTOMER: David Marote, Legal Asst
Hilton Hotels Corporation
9336 Civic Center Drive
Beverly Hills, CA 90210

9/11/98
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -5 PM 1:03

RECEIVED

98 NOV -5 AM 11:26

DIVISION OF CORPORATION

FOREIGN FILINGS

900002681229-8

NAME: PARK PLACE ENTERTAINMENT CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. PARK PLACE ENTERTAINMENT CORPORATION
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 88-0400631
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 10, 1998 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A (will transact business in FL following qualification.)
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))

7. 3930 Howard Hughes Pkwy., Las Vegas, NV 89109
(Current mailing address)

8. Any lawful act or activity for which corporations may be organized
under the General Corporation Law of Delaware
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301
(Zip Code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.

Corporation Service Company

By: *Harold E. Wehr*
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Scott A. LaPorta*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Scott A. LaPorta, Executive Vice President
(Typed or printed name and capacity of person signing application)

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OFFICERS / DIRECTORS RIDER

PARK PLACE ENTERTAINMENT CORPORATION a Delaware corporation

Stephen F. Bollenbach	Chairman of the Board, and Director	9336 Civic Center Drive Beverly Hills, CA 90210
Arthur M. Goldberg	President and Chief Executive Officer, and Director	3930 Howard Hughes Pkwy. Las Vegas, NV 89109
Wallace R. Barr	Executive Vice President	c/o Bally's Park Place Park Place & The Boardwalk Atlantic City, NJ 08401
Mark R. Dodson	Executive Vice President	3930 Howard Hughes Pkwy. Las Vegas, NV 89109
Scott A. LaPorta	Executive Vice President, Chief Financial Officer, Treasurer and Secretary	9336 Civic Center Drive Beverly Hills, CA 90210

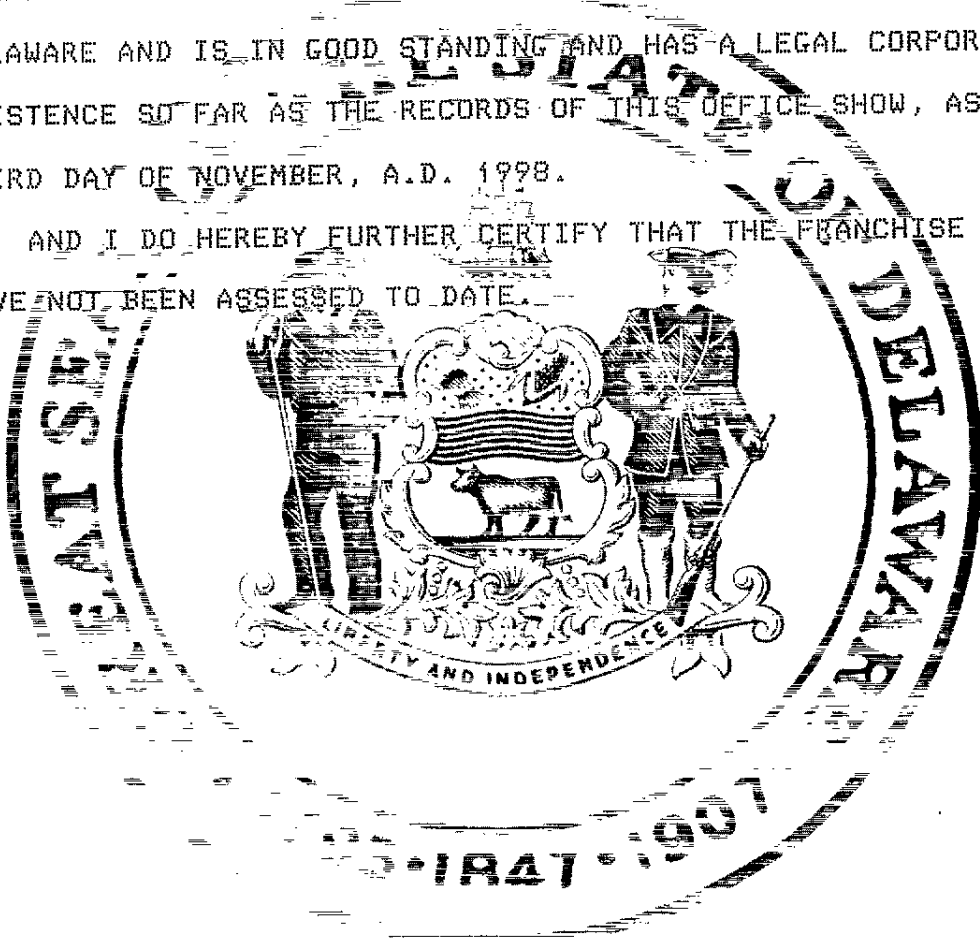
November 2, 1998

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PARK PLACE ENTERTAINMENT CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF NOVEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State



AUTHENTICATION:

2906776 8300

DATE:

9385601

981422848

11-03-98