



THE UNITED STATES
CORPORATION
COMPANY

PO1637

ACCOUNT NO. : 072100000032

REFERENCE : 520898 5024094

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED
97 OCT -9 AM 11:22
SEC
TALLAHASSEE, FLORIDA

ORDER DATE : September 7, 1997

ORDER TIME : 1:19 PM

ORDER NO. : 520898-445

CUSTOMER NO: 5024094

CUSTOMER: Karen Ray, Legal Asst
Harrah's Entertainment, Inc.
1023 Cherry Road

Memphis, TN 38117

RA
Change

800002316878--6

CHANGE OF AGENT

NAME: HARRAH'S OPERATING COMPANY,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

10/10/97
DOL
DOL
DOL
DOL
DOL

Florida Department of State, Sandra B. Mortham, Secretary of State

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

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 DELAWARE 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 is: _____

HARRAH'S OPERATING COMPANY, INC.

2. The mailing address of the corporation is: _____

1023 Cherry Road, Memphis, Tennessee 38117-5423

3. Date of incorporation/qualification: 04/17/84 Document number: PO1637

4. The name and address of the current registered agent and office:

C T CORPORATION SYSTEM

1200 S. Pine Island Road

Plantation, Florida 33324

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company

1201 Hays Street

Tallahassee, Florida 32301

FILED
97 OCT -9 AM 11:22
TALLAHASSEE, FLORIDA

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.

E. O. Robinson, Jr.
(Signature of an officer, chairman or vice chairman of the board)

October 6, 1997
(Date)

E. O. Robinson, Jr., Senior Vice President & General Counsel

(Printed or typed name and title)

(Date)

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.

CORPORATION SERVICE COMPANY

Patricia Pizzuto
(Signature of Registered Agent)

10-08-97
(Date)

If signing on behalf of an entity:

Patricia Pizzuto, Asst. Vice President

(Typed or Printed Name)

(Capacity)