5-15-98 B- 7459 -c

FILE NOW: FILING FEE AFTER MAY 1ST IS $550.00

PROFIT • CORPORATION ANNUAL REPORT **1998**

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
May 15 1998 8:00am
Secretary of State

DOCUMENT # **P01637** **(8)**

1. Corporation Name
HARRAH'S OPERATING COMPANY, INC.

Principal Place of Business	Mailing Address
1023 CHERRY RD. MEMPHIS TN 38117-5423 US	1023 CHERRY RD. MEMPHIS TN 38117-5423 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 04/17/1984

4. FEI Number: 75-1941623 ☐ Applied For ☐ Not Applicable

5. Certificate of Status Desired ☐ **$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution ☐ **$5.00** May Be Added to Fees

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. ☐ Yes ☒ No

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24 / Country 25	Zip 29 / Country 30

9. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE ______
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	VPT ATWOOD, CHARLES L 1023 CHERRY RD MEMPHIS TN	☐ DELETE	1.1 TITLE / 1.2 NAME / 1.3 STREET ADDRESS / 1.4 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	V WALLACE, DEE A 1023 CHERRY RD. MEMPHIS TN 38117-2423	☐ DELETE	2.1 TITLE / 2.2 NAME / 2.3 STREET ADDRESS / 2.4 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	PD SATRE, PHILIP 1023 CHERRY RD MEMPHIS TN	☐ DELETE	3.1 TITLE / 3.2 NAME / 3.3 STREET ADDRESS / 3.4 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	S BALLOU, REBECCA 1023 CHERRY ROAD MEMPHIS TN	☐ DELETE	4.1 TITLE / 4.2 NAME / 4.3 STREET ADDRESS / 4.4 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	VP LEDSINGER, CHARLES A JR 1023 CHERRY RD MEMPHIS TN	☒ DELETE	5.1 TITLE: Executive Vice President 5.2 NAME: Colin V. Reed 5.3 STREET ADDRESS: 1023 Cherry Rd 5.4 CITY-ST-ZIP: Memphis, TN 38117	☐ Change ☒ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	VP REGAN, MICHAEL N. 1023 CHERRY RD. MEMPHIS TN	☒ DELETE	6.1 TITLE: Vice President 6.2 NAME: Stephen H. Brammell 6.3 STREET ADDRESS: 1023 Cherry Rd 6.4 CITY-ST-ZIP: Memphis, TN 38117	☐ Change ☒ Addition

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

CR2E034 (10/97)

HARRAH'S OPERATING COMPANY, INC.
75-1941623

DIRECTORS

NAME	BUSINESS ADDRESS
Philip G. Satre	1023 Cherry Road Memphis, TN 38117-5423
Colin V. Reed	1023 Cherry Road Memphis, TN 38117-5423

OFFICERS

NAME	BUSINESS ADDRESS	TITLE
Philip G. Satre	1023 Cherry Road Memphis, TN 38117-5423	President/CEO
Colin V. Reed	1023 Cherry Road Memphis, TN 38117-5423	CFO/Executive Vice President
John M. Boushy	1023 Cherry Road Memphis, TN 38117-5423	Senior Vice President
Thomas J. Carr, Jr.	1023 Cherry Road Memphis, TN 38117-5423	Senior Vice President
Ben C. Peternell	1023 Cherry Road Memphis, TN 38117-5423	Senior Vice President
E. O. Robinson, Jr.	1023 Cherry Road Memphis, TN 38117-5423	Senior Vice President/ General Counsel
Charles L. Atwood	1023 Cherry Road Memphis, TN 38117-5423	Vice President/ Treasurer
Neil F. Barnhart	1023 Cherry Road Memphis, TN 38117-5423	Vice President
Ralph J. Berry	1023 Cherry Road Memphis, TN 38117-5423	Vice President
Gary L. Burhop	1023 Cherry Road Memphis, TN 38117-5423	Vice President
John W. McAllister	1023 Cherry Road Memphis, TN 38117-5423	Vice President
John W. McConomy	1023 Cherry Road Memphis, TN 38117-5423	Vice President
Judy T. Wormser	1023 Cherry Road Memphis, TN 38117-5423	Vice President/Controller

HARRAH'S OPERATING COMPANY, INC.
75-1941623

OFFICERS

NAME	BUSINESS ADDRESS	TITLE
Dee A. Wallace	1023 Cherry Road Memphis, TN 38117-5423	Vice President
Stephen H. Brammell	1023 Cherry Road Memphis, TN 38117-5423	Vice President/ Assistant Secretary
George W. Loveland II	1023 Cherry Road Memphis, TN 38117-5423	Vice President/ Assistant Secretary
Rebecca W. Ballou	1023 Cherry Road Memphis, TN 38117-5423	Secretary
Vincent G. De Young	1023 Cherry Road Memphis, TN 38117-5423	Assistant Secretary
Susan M. Thone	1023 Cherry Road Memphis, TN 38117-5423	Assistant Secretary
Anthony D. McDuffie	1023 Cherry Road Memphis, TN 38117-5423	Assistant Controller

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Revised 3-13-98