

LAW DEPARTMENT MEMORANDUM



The Premier Name in Casino Entertainment

FILED
01 DEC 26 AM 9:25
CLERK OF STATE
TALLAHASSEE, FLORIDA



Linda S. McDowell
Paralegal
Corporate Governance & Securities
Phone: (702) 407-6277
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December 19, 2001

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****43.75 *****43.75

Dear Sir/Madam:

Please find enclosed for filing an original and one copy of an Application by Foreign Corporation for Withdrawal of Authority to Transact Business for Harrah's - Holiday Inns of New Jersey, Inc. Also enclosed is a check payable to the Florida Department of State in the amount of \$43.75 in satisfaction of the filing fees and for a certified copy.

If you have any questions or need anything further, please contact me at 702.407.6277.

Yours very truly,

Linda S. McDowell

:lsm
Enclosures

With
1-8-02
ms

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA**

Harrah's - Holiday Inns of New Jersey, Inc.

(Name of Corporation)

New Jersey

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

One Harrah's Court - Attention Corporate Secretary

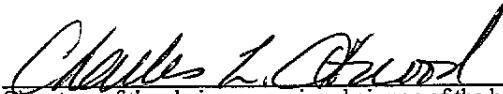
(Mailing Address)

Las Vegas, Nevada 89119

(City/ State /Zip)

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The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Senior Vice President & Treasurer

Signature of the chairman or vice chairman of the board,
president, or any officer, or if the corporation is in the hands of a
receiver, trustee, or other court-appointed fiduciary, by that fiduciary.

Title

Charles L. Atwood

Typed or printed name

December 14, 2001

Date