

03-04-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): FLAMINGO HILTON - LAUGHLIN, INC. Association 2.6.02 XXXX Corporation-State Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: FLAMINGO-LAUGHLIN, INC. Internal Address: Park Place Entertainment Corp. Street Address: 3930 Howard Hughes Parkway, 4th City: Las Vegas State: NV Zip: 89109 XXXX Corporation-State NEVADA

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name XXXX Other Amendment to Articles of Incorp. Execution Date: 12/29/2000

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,820,290 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Louis J. Nunziata Internal Address: 4th Floor Park Place Entertainment Corporation Street Address: 3930 Howard Hughes Parkway City: Las Vegas State: NV Zip: 89109

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00 Enclosed Authorized to be charged to deposit account

8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Louis J. Nunziata Signature Date 2-6-2002

Total number of pages including cover sheet, attachments, and document: 8 Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

03/01/2002 TBIAZ1 0000069 1820290 01 FC:481 40.00 OP

TRADEMARK REEL: 002451 FRAME: 0838



DEAN HELLER  
Secretary of State

101 North Carson Street, Suite 3  
Carson City, Nevada 89701-4786  
(775) 684 5708

**Certificate of  
Amendment**  
(PURSUANT TO NRS 78.385 and  
78.390)

Office Use Only:

**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

*Important: Read attached instructions before completing*

DEC 29 2000

**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**  
**(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)**  
**- Remit in Duplicate -**

no. 26613-88  
*Dean Heller*  
DEAN HELLER, SECRETARY OF STATE

1. Name of corporation: FLAMINGO HILTON - LAUGHLIN, INC.

2. The articles have been amended as follows (provide article numbers, if available):

ARTICLE I

NAME

The name of the Corporation is FLAMINGO-LAUGHLIN, INC.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: 100% \*

4. Signatures (Required):

*Mark Dolson*  
\_\_\_\_\_  
President or Vice President

*Dean Heller*  
\_\_\_\_\_  
and Secretary or Asst. Secretary

\* If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

**IMPORTANT:** Failure to include any of the above information and remit the proper fees may cause this filing to be rejected.

**FILED**  
IN THE OFFICE OF THE  
SECRETARY OF STATE OF THE  
STATE OF NEVADA

FILING FEE: 75.00  
BY: LIONEL SAWYER & COLLINS  
300 SOUTH FOURTH ST.  
LAS VEGAS, NV 89101

**AUG 17 1966**

**ARTICLES OF INCORPORATION**

FRANKIE BUE DEL PAPA SECRETARY OF STATE

*Frankie Bue Del Papa*

OF

No. 6613-28

**FLAMINGO HILTON - LAUGHLIN, INC.**

The undersigned natural persons acting as incorporators of a corporation (the "Corporation") under the provisions of Chapter 78 of the Nevada Revised Statutes, adopt the following Articles of Incorporation.

**ARTICLE 1**

**NAME**

The name of the Corporation is Flamingo Hilton - Laughlin, Inc.

**ARTICLE 2**

**PERIOD OF DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE 3**

**PURPOSE**

The purpose for which the Corporation is organized is to engage in any lawful activity.

**ARTICLE 4**

**AUTHORIZED SHARES AND ASSESSMENT OF SHARES**

Section 4.01 Authorized Shares. The aggregate number of shares that the Corporation shall have the authority to issue is 25,000 shares of Capital Stock with a par value of \$1.00 per share.

Section 4.02 Assessment of Shares. The Capital Stock of the Corporation, after the amount of subscription price has been paid, shall not be subject to pay the debts of the Corporation, and no Capital Stock issued as fully paid up shall ever be assessable or assessed.

Section 4.03 Denial of Preemptive Rights. No shareholder of the Corporation shall have any preemptive or other right, by reason of his status as a shareholder, to acquire any unissued shares, treasury shares, or securities convertible into shares of the Capital Stock of the Corporation. This denial of preemptive rights shall, and is intended to, negate any rights which would otherwise be given to shareholders pursuant to NRS 78.265 or any successor statute.

#### ARTICLE 5

##### PRINCIPAL OFFICE AND INITIAL RESIDENT AGENT

Section 5.01 Principal Office. The address of the principal office of the Corporation is 502 East John Street, Carson City, Nevada 89701.

Section 5.02 Initial Resident Agent. The name of the initial resident agent of the Corporation, a corporate resident of the State of Nevada, whose business address is at the above address, is UNITED STATES CORPORATION COMPANY.

#### ARTICLE 6

##### DATA RESPECTING DIRECTORS

Section 6.01 Style of Governing Board. The members of the governing board of the Corporation shall be styled Directors.

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Section 6.02 Initial Board of Directors. The initial Board of Directors shall consist of three (3) members, who need not be residents of the State of Nevada or shareholders of the Corporation.

Section 6.03 Names and Addresses. The names and post office addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>Name</u>	<u>Post Office Address</u>
Barron Hilton	3555 S. Las Vegas Boulevard Las Vegas, Nevada 89109
John V. Giovenco	3555 S. Las Vegas Boulevard Las Vegas, Nevada 89109
William C. Lebo, Jr.	3555 S. Las Vegas Boulevard Las Vegas, Nevada 89109

Section 6.04 Increase or Decrease of Directors. The number of Directors of the Corporation may be increased or decreased from time to time as shall be provided in the Bylaws of the Corporation.

#### ARTICLE 7

##### LIABILITY OF DIRECTORS AND OFFICERS

No director or officer shall have any personal liability to the Corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, except that this Article SEVEN shall not eliminate or limit the liability of a director or officer for (i) acts or omissions which involve intentional

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misconduct, fraud or a knowing violation of law, or (ii) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes.

ARTICLE 8

DATA RESPECTING INCORPORATORS

The names and post office addresses of the incorporators of the Corporation are as follows:

<u>Name</u>	<u>Post Office Address</u>
Susan Russo	300 S. Fourth St., Ste. 1700 Las Vegas, Nevada 89101
Robin Boutwell	300 S. Fourth St., Ste. 1700 Las Vegas, Nevada 89101
Renee Blango	300 S. Fourth St., Ste. 1700 Las Vegas, Nevada 89101

EXECUTED this 12th day of August, 1988.

  
\_\_\_\_\_  
SUSAN RUSO

  
\_\_\_\_\_  
ROBIN BOUTWELL

  
\_\_\_\_\_  
RENEE BLANGO

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