

Handwritten initials

**State of Indiana
Office of the Secretary of State**

**CERTIFICATE OF AMENDMENT
of
HORSESHOE HAMMOND, INC.**

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The name following said transaction will be:

HORSESHOE HAMMOND, LLC

2008 022171

2008 MAR 28 AM 9:40

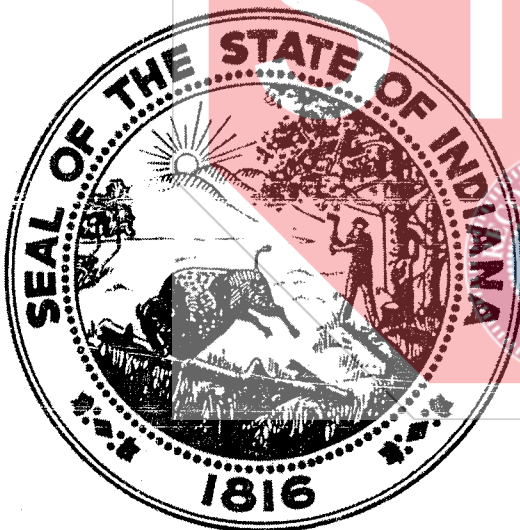
STATE OF INDIANA
LAKE COUNTY
FILED FOR RECORD

MICHAEL A. BROWN
RECORDER

**Document is
NOT OFFICIAL!**
This Document is the property of
the Lake County Recorder!

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, September 30, 2005.

In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, September 30, 2005.



Handwritten signature of Todd Rokita

TODD ROKITA,
SECRETARY OF STATE

Handwritten initials

1992111047 / 2005100308018

CHICAGO TITLE INSURANCE COMPANY
020070177

199211047



ARTICLES OF ENTITY CONVERSION:
Conversion of a Corporation into a Limited Liability Company
State Form 51576 (1-04)
Approved by State Board of Accounts, 2004

APPROVED

AND
FILED

Todd Rokita

TODD ROKITA
SECRETARY OF STATE
CORPORATE DIVISION
302 W. Washington Street, Rm. E918
Indianapolis, IN 46204
Telephone: (317) 232-6576

Indiana Code 23-1-18-3
FILING FEE: \$30.00

INSTRUCTIONS: Use 8 1/2" x 11" white paper for attachments.
Present original and one copy to the address in upper right corner of this form.
Please TYPE or PRINT.
Please visit our office on the web at www.sos.in.gov.

ARTICLES OF CONVERSION OF Horseshoe Hammond, Inc. (hereinafter "Non-surviving Corporation")
INTO Horseshoe Hammond, LLC (hereinafter "Surviving LLC")

ARTICLE I: PLAN OF ENTITY CONVERSION

a. Please set forth the Plan of Conversion, containing such information as required by *Indiana Code 23-1-38.5-11* and *Indiana Code 23-1-38.5-12*, attach herewith, and designate it as "Exhibit A."
The following is basic information that must be included in the Plan of Entity Conversion: (please refer to *Indiana Code 23-1-38.5-12* for a more complete listing of requirements before submitting the plan).

- A statement of the type of business entity that Surviving LLC will be and, if it will be a foreign non-corporation, its jurisdiction of organization;
- The terms and conditions of the conversion;
- The manner and basis of converting the shares of Non-surviving Corporation into the interests, securities, obligations, rights to acquire interests or other securities of Surviving LLC following its conversion; and
- The full text, as in effect immediately after the consummation of the conversion, of the organic document (if any) of Surviving LLC.
- If, as a result of the conversion, one or more shareholders of Non-surviving Corporation would be subject to owner liability for debts, obligations, or liabilities of any other person or entity, those shareholders must consent in writing to such liabilities in order for the Plan of Merger to be valid.

b. Please read and sign the following statement.
I hereby affirm under penalty of perjury that the plan of conversion is in accordance with the Articles of Incorporation or bylaws of Non-surviving Corporation and is duly authorized by the shareholders of Non-surviving Corporation as required by the laws of the State of Indiana.

Signature *Stephen H. Brammell* Printed Name Stephen H. Brammell Title Secretary

ARTICLE II: NAME AND DATE OF INCORPORATION OF NON-SURVIVING CORPORATION

a. The name of Non-surviving Corporation immediately before filing these Articles of Entity Conversion is the following:
Horseshoe Hammond, Inc.

b. The date on which Non-surviving Corporation was incorporated in the State of Indiana is the following: November 25, 1992

ARTICLE III: NAME AND PRINCIPAL OFFICE OF SURVIVING LLC

a. The name of Surviving LLC is the following:
Horseshoe Hammond, LLC

- (Please note pursuant to *Indiana Code 23-18-2-8*, this name must include the words "Limited Liability Company", "L.L.C.", or "LLC").
- (If Surviving LLC is a foreign LLC, then its name must adhere to the laws of the state in which it is domiciled).

b. The address of Surviving LLC's Principal Office is the following:

Street Address	City	State	Zip Code
One Harrah's Court	Las Vegas	NV	89119

ARTICLE IV: REGISTERED OFFICE AND AGENT OF SURVIVING LLC

Registered Agent: The name and street address of Surviving LLC's Registered Agent and Registered Office for service of process are the following:

Name of Registered Agent

Corporation Service Company

Address of Registered Office (street or building)

251 East Ohio Street, Suite 500

City

Indianapolis

Zip Code

Indiana

46204

ARTICLE V - JURISDICTION OF SURVIVING LLC AND CHARTER SURRENDER OF NON-SURVIVING CORPORATION

SECTION 1:

JURISDICTION

Please state the jurisdiction in which Surviving LLC will be organized and governed. Indiana

SECTION 2:

CHARTER SURRENDER ((Please complete this section only if Surviving LLC is organized outside of Indiana))

If the jurisdiction stated above is not Indiana, please set forth the Articles of Charter Surrender for the Non-surviving Corporation and attach herewith as "Exhibit B."

Pursuant to Indiana Code 23-1-38.5-14, the Articles of Charter Surrender must include:

1. The name of Non-surviving Corporation;
2. A statement that the Articles of Charter Surrender are being filed in connection with the conversion of Non-surviving Corporation into an LLC that will be organized in a jurisdiction other than the State of Indiana;
3. A signed statement under penalty of perjury that the conversion was duly approved by the shareholders of Non-surviving Corporation in a manner required by Indiana Law and consistent with the Articles of Incorporation or the bylaws of Non-surviving Corporation;
4. The jurisdiction under which the Surviving LLC will be organized; and
5. The address of Surviving LLC's executive office.

ARTICLE VI: DISSOLUTION OF SURVIVING LLC

Please indicate when dissolution will take place in Surviving LLC:

- The latest date upon which Surviving LLC is to dissolve is _____, OR
- Surviving LLC is perpetual until dissolution.

ARTICLE VII: MANAGEMENT OF SURVIVING LLC

Surviving LLC will be managed by:

- The members of Surviving LLC, OR
- A manager or managers

In Witness Whereof, the undersigned being an officer or other duly authorized representative of Non-surviving Corporation executes these Articles of Entity Conversion and verifies, subject to penalties of perjury, that the statements contained herein are true,

this 28th day of September, 2005

Signature

Stephen H. Brannell

Printed Name

Stephen H. Brannell

Title

Secretary

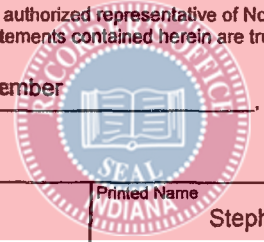


EXHIBIT A

PLAN OF CONVERSION OF HORSESHOE HAMMOND, INC.

Plan of Conversion adopted for Horseshoe Hammond, Inc., a business corporation organized under the laws of the State of Indiana on November 25, 1992:

1. The name and address of the non-surviving entity is Horseshoe Hammond, Inc., One Harrah's Court, Las Vegas, Nevada 89119, and it is governed by the laws of the State of Indiana.
2. The name and address of the proposed resulting entity will be Horseshoe Hammond, LLC, One Harrah's Court, Las Vegas, Nevada 89119, and it will be governed by the laws of the State of Indiana.
3. Horseshoe Hammond, Inc. shall, pursuant to the provisions of the laws of the State of Indiana, be converted to a limited liability company, to wit, Horseshoe Hammond, LLC, which shall be the resulting entity and which shall continue to exist as said resulting entity under the name "Horseshoe Hammond, LLC" pursuant to the provisions of the Indiana Code. The separate existence of Horseshoe Hammond, Inc., which is sometimes referred to as the "non-surviving entity", shall cease upon the effective date of the conversion pursuant to the provisions of the Indiana Code.
4. The Articles of Organization of the resulting entity when the conversion becomes effective shall be the Articles of Organization of said resulting entity and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Indiana Code.
5. The Member of the resulting entity when the conversion becomes effective shall be the Member of the resulting entity.
6. At the effective time of the conversion and without any action on the part of the non-surviving entity or the resulting entity, each authorized share of capital stock of the non-surviving entity, shall be cancelled and retired and cease to exist and no consideration shall be delivered in exchange therefore.
7. The officers of the non-surviving entity are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Conversion or of the conversion herein provided.

The effective time of the Plan of Conversion, and the time when the conversion therein agreed upon shall become effective, shall be upon the filing of the Articles of Conversion with the Secretary of State of the State of Indiana.



State of Indiana
Office of the Secretary of State
I hereby certify that this is a true
and complete copy of the 04
page document filed in this office.

Dated 03/10/2008

[Signature]
Secretary of State

By: *[Signature]*
This stamp replaces our previous
certification stamp.

This Document is the property of
the Lake County Recorder!

STOP

