



CERTIFICATE OF AMENDMENT
OF

UNITED RESORTS OF AMERICA, INC.

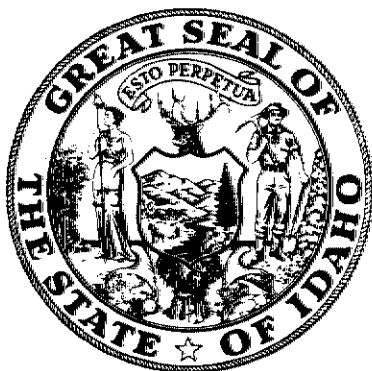
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

UNITED RESORTS OF AMERICA, INC.

duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles
of Amendment.

Dated March 1, 19 91



A handwritten signature in cursive script, reading "Pete T. Cenarrusa".

SECRETARY OF STATE

Corporation Clerk

RECEIVED
SEC. OF STATE

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ARTICLES OF AMENDMENT

UNITED RESORTS OF AMERICA, INC.

RECEIVED
SEC. OF STATE

COMES NOW United Resorts of America, Inc., and hereby amends the Articles of Incorporation as follows:

That Article II - REGISTERED OFFICE AND AGENT shall be replaced in its entirety as follows:

ARTICLE II - REGISTERED OFFICE

The location and post office address of the initial registered office of this corporation within the State of Idaho is:

700 North Third East Street
Mountain Home, Idaho 83647
(Post Office Box 580)

The registered agent of this corporation at said address is:

Michael McLaughlin
McLaughlin Law Offices
Post Office Box 580
700 North Third East Street
Mountain Home, ID 83647

That an Article XIII be added, to-wit:

ARTICLE XIII

That an Article XIII be added, to-wit:

"No stock of this corporation shall be issued or transferred to any person who is not an officer or director of this corporation, except with the consent of the Board of Directors evidenced by a resolution duly passed at a regular meeting of the Board or at a special meeting called for that purpose. Every shareholder who for any reason shall cease to be an officer or director, his personal representatives, legatees or assigns shall be required to offer in writing to sell to the Board of Directors the number of shares of the capital stock held by them to such person or persons as the Board of Directors shall designate by a resolution duly passed at and for the same sum per share as is determined by the parties to be the net worth of the corporation divided by the number of shares issued for the said corporation."

All shareholders who are entitled to vote on the Amendments as set forth in the articles of amendment have voted.

The shareholders voted unanimously for the amendments as set forth in the articles of Amendment.

That the date of the adoption of the amendments by resolution by the Incorporators and Board of Directors occurred on August 9, 1990, and the amendments were adopted by a majority of the members present as required by the laws of the state of Idaho at the organization meeting on August 9, 1990.

Executed by the undersigned Steven Edward Sellman, President, and Madge E. Ball, Secretary.

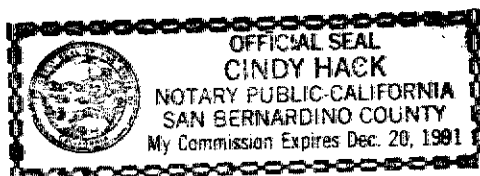
Steven Edward Sellman
Steven Edward Sellman
President

Madge E. Ball
Madge E. Ball
Secretary

California
STATE OF ~~IDaho~~,)
San Bernardino) ss.
County of ~~Elmore~~,)

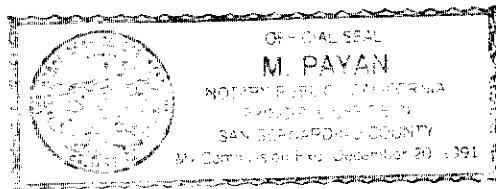
I, Cindy Hack, a Notary Public, do hereby certify that on this 23rd day of October, 1990, personally appeared before me STEVEN EDWARD SELLMAN, who, being by me first duly sworn, declared that he is the President of United Resorts of America, Inc., that he signed the foregoing document as President of the Corporation, and that the statements therein contained are true.

Cindy Hack
NOTARY PUBLIC FOR ~~IDaho~~ *CALIFORNIA*
Residing at: *Victorville CA*
My Commission Expires: *12-20-91*



STATE OF CALIFORNIA,)
County of SAN BERNARDINO) ss.

I, M. PAVAN, a Notary Public, do hereby
certify that on this 23rd day of OCTOBER, 1990,
personally appeared before me MADGE E. BALL, who, being by me
first duly sworn, declared that she is the Secretary of United
Resorts of America, Inc., that she signed the foregoing document
as Secretary of the Corporation, and that the statements therein
contained are true.



M. Pavan
NOTARY PUBLIC FOR:
Residing at:
My Commission Expires: