



Department of State

**CERTIFICATE OF AMENDMENT
OF**

CARBON HILL HOT SPRINGS, INC.

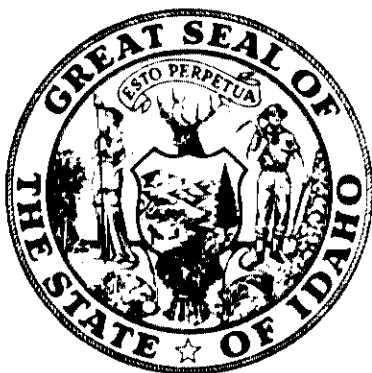
I PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby, certify that
duplicate originals of Articles of Amendment to the Articles of Incorporation of

CARBON HILL HOT SPRINGS, 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 May 26, 19 89



Pete T. Cenarrusa
SECRETARY OF STATE

Robert J. Timmon
Corporation Clerk

ARTICLES OF AMENDMENT OF
CARBON HILL HOT SPRINGS, INC.

RECEIVED
SEC. OF STATE

ARTICLE I
NAME

'89 MAY 26 AM 10 19

The name of this corporation is CARBON HILL HOT
SPRINGS, INC.

ARTICLE II
AMENDMENTS

Article VI of the Articles of Incorporation of said
corporation shall be amended by deleting the name Edward Downe,
Jr. therefrom.

ARTICLE III
DATE OF ADOPTION

The Amendment has been approved by the Board of
Directors prior to the issuance of any shares of stock of said
corporation at a meeting held on the 25th day of May, 1989, at
which meeting there was at all times an acting quorum of the
Board of Directors.

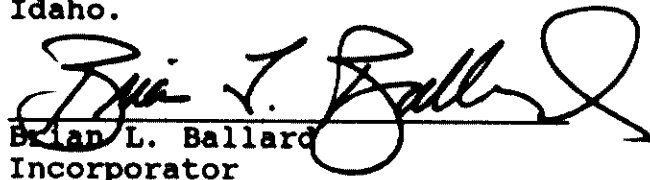
ARTICLE IV
NUMBER OF SHARES OUTSTANDING

At the time of the adoption of the Amendment there were
no outstanding shares of the stock of the corporation and hence
there were no shares entitled to vote on the Amendment.

ARTICLE V
EFFECT ON ISSUED SHARES AND STATED CAPITAL

The Amendment does not provide for an exchange,
reclassification or cancellation of issued shares, nor does it
effect a change in the amount of stated capital.

The undersigned being all of the incorporators of the
corporation declare under penalty of perjury that the matters set
forth in the foregoing Articles of Amendment are true and correct
and that these Articles of Amendment were executed on the 25th
day of May, 1989, at Ketchum, Idaho.


Brian L. Ballard
Incorporator

STATE OF IDAHO)
)
COUNTY OF BLAINE) ss.

I, EDWARD A. LAWSON, a notary public, do hereby certify that on this 25 day of May, 1989, personally appeared before me BRIAN L. BALLARD who, being by me first duly sworn, declared that he is the only incorporator and that he that he signed the foregoing document as Incorporator of the corporation, and that the statements contained therein are true.

WITNESS my hand and official seal.



Edward A. Lawson
Notary Public for Idaho
Residing at Blaine County
Commission Expires 5/26/94