

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

ESTES INVESTMENTS, INC.

a corporation duly organized and existing under the laws of **California** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **Eighth** day of **February**, 19 **66**, a properly authenticated copy of its articles of incorporation, and on the **Eighth** day of **February**, 19 **66**, a designation of **George W. Hargraves** in the County of **Bannock** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **8th** day of **February**, A.D. 19 **66**.

Secretary of State.

STATE OF CALIFORNIA



DEPARTMENT OF STATE

(PHOTOCOPY CERTIFICATION)

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

That the photographic reproduction hereunto annexed was prepared by and in my office from the record on file of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I hereunto
set my hand and affix the Great
Seal of the State of California

this **FEB 1 1966**



Frank M. Jordan

Secretary of State

By *Walter C. Butler*
Assistant Secretary of State

FILED
In the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION

OF

THE FREEWAY CORPORATION

240575

NOV 25 1949

FRANK E. LUNDAN, Secretary of State * * * * *

By Frank E. Lundan
Assistant Secretary of State

FIRST: The name of this corporation is THE FREEWAY CORPORATION.

SECOND: The purposes for which this corporation is formed are:

(a) To own, lease, build, maintain, operate, manage and conduct gasoline stations, supply or service stations, repair shops, buildings and storage places and garages and other places for the storing, caring for, washing, cleaning, repairing and keeping for hire therein automobiles, motorcycles, tractors and motor vehicles of every kind, nature and description, such business being the primary business in which the corporation intends initially to engage.

(b) To buy, sell, trade and deal in gasoline, oils, greases or other fuel and lubricants for automobiles, motor trucks, motorcycles, tractors and other motor vehicles.

(c) To manufacture, buy, sell, deal in, operate and let for hire automobiles, motorcycles and motor vehicles of every kind, nature and description.

(d) To manufacture, buy, sell, import, export and generally deal in tires for automobiles, motorcycles, bicycles and vehicles of all kinds and description whether said tires be made of rubber, metal composition or other material or combination of materials; to design, manufacture, buy and sell, import and export supplies and accessories for automobiles,

Restriction of right
to amend articles

Yes

motorcycles, bicycles, motor trucks and tractors of every make; to repair, reconstruct and overhaul automobiles, motorcycles, bicycles, motor trucks and tractors of all kinds and makes; and generally to manufacture, buy, sell and deal in all goods, wares and merchandise necessary or incidental to the operation, repair, storage, maintenance of equipment of automobiles, motorcycles, bicycles, motor vehicles and tractors of any and all kind, manufacture and description.

(e) To manufacture, fabricate, assemble, to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease and otherwise dispose of, and to invest, trade, deal in and deal with goods, wares and merchandise and supplies and all other personal property of every class and description.

(f) To purchase, acquire, own, hold, use, lease (either as lessor or lessee), grant, sell, exchange, subdivide, mortgage, convey in trust, manage, improve, construct, operate and generally deal in any and all real estate, improved or unimproved, stores, office buildings, dwelling houses, apartment houses, hotels, manufacturing plants and other buildings, and any and all other property of every kind or description, real, personal and mixed, and wheresoever situated, either in California, other states of the United States, the District of Columbia, territories and colonies of the United States, or foreign countries.

(g) To acquire, by purchase or otherwise, the goodwill, business, property rights, franchises and assets of every kind, with or without undertaking, either wholly or in part, the liabilities of any person, firm, association or corporation;

and to acquire any property or business as a going concern or otherwise (i) by purchase of the assets thereof wholly or in part, (ii) by acquisition of the shares or any part thereof, or (iii) in any other manner, and to pay for the same in cash or in shares or bonds or other evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of, the whole or any part of the goodwill, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

(h) To take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease, mortgage, convey in trust, pledge, hypothecate, grant licenses in respect of and otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade-marks and trade names, and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties.

(i) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government or other municipal or governmental subdivision.

(j) To become a partner (either general or limited or both) and to enter into agreements of partnership, with one

or more other persons or corporations, for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property or business.

(k) From time to time to apply for, purchase, acquire by assignment, transfer or otherwise, exercise, carry out and enjoy any benefit, right, privilege, prerogative or power conferred by, acquired under or granted by any statute, ordinance, order, license, power, authority, franchise, commission, right or privilege which any government or authority or governmental agency or corporation or other public body may be empowered to enact, make or grant; to pay for, aid in, and contribute toward carrying the same into effect and to appropriate any of this corporation's shares, bonds and/or assets to defray the costs, charges and expenses thereof.

(l) To subscribe or cause to be subscribed for, and to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, distribute and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, goodwill, rights, assets and property of any and every kind, or any part thereof, of any other corporation or corporations, association or associations, firm or firms, or person or persons, together with shares, rights, units or interest in, or in respect of, any trust estate, now or hereafter existing, and whether created

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by the laws of the State of California or of any other state, territory or country; and to operate, manage and control such properties, or any of them, either in the name of such other corporation or corporations or in the name of this corporation, and while the owners of any of said shares of capital stock, to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do.

(m) To promote or to aid in any manner, financially or otherwise, any person, firm, corporation or association of which any shares of stock, bonds, notes, debentures or other securities or evidences of indebtedness are held directly or indirectly by this corporation; and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, firms, corporations or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.

(n) To borrow and lend money, but nothing herein contained shall be construed as authorizing the business of banking, or as including the business purposes of a commercial bank, savings bank or trust company.

(o) To issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue

the same unsecured; to purchase or otherwise acquire its own bonds, debentures or other evidences of its indebtedness or obligations; to purchase, hold, sell and transfer the shares of its own capital stock to the extent and in the manner provided by the laws of the State of California as the same are now in force or may be hereafter amended.

(p) To purchase, acquire, take, hold, own, use and enjoy, and to sell, lease, transfer, pledge, mortgage, convey, grant, assign or otherwise dispose of, and generally to invest, trade, deal in and with oil royalties, mineral rights of all kinds, mineral bearing lands and hydrocarbon products of all kinds, oil, gas and mineral leases, and all rights and interests therein, and in general products of the earth and deposits, both subseil and surface, of every nature and description.

(q) To carry on any business whatsoever, either as principal or as agent or both or as a partnership, which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this state, in other states; in the District of Columbia, in the territories and colonies of the United States, and in foreign countries.

(r) To have and to exercise all the powers conferred by the laws of California upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

THIRD: The county in the State of California where the principal office for the transaction of the business of this corporation is to be located is Los Angeles County.

FOURTH: This corporation is authorized to issue only one class of shares of stock; the total number of such shares is 2,500; and all such shares of stock are to be without par value.

FIFTH: (a) The number of directors of this corporation shall be 3;

(b) The names and addresses of the persons who are appointed to act as the first directors of this corporation are:

<u>Name</u>	<u>Address</u>
Nieuport B. Estes, Jr.	173 Highland Place Menrovia, California
V. W. McKinnon	1671 Walworth Avenue Pasadena, California
Kathleen McCardle	40 South Wilson Avenue Pasadena, California

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California the undersigned, constituting the incorporators of this corporation,

including the persons named hereinabove as the first directors of this corporation, have executed these Articles of Incorporation this 17th day of November, 1949.

Nieuport B. Estes, Jr.
V.W. McKinnon
Kathleen McCordle

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } SS

On this 17th day of November, 1949, before me, the undersigned, a Notary Public in and for said County and State, personally appeared NIEUPORT B. ESTES, JR., V.W. MCKINNON, and KATHLEEN MCCARDLE, known to me to be the persons named as directors in the within instrument, and whose names are subscribed thereto, and severally acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Mario Sanchez
Notary Public in and for the said
County and State
My Commission Expires April 17, 1951

240276
FILED
In the Office of the Secretary of State
of the State of California

FEB 3 - 1959

WILLIAM KADAN, Secretary of State
By *Ralph R. Manning*
Deputy

CERTIFICATE OF OFFICERS OF
THE FREEWAY CORPORATION

A15602

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The undersigned, NIEUPORT B. ESTES and KATHLEEN A. McCARDLE, do hereby certify that they are and have been at all times herein mentioned the acting President and Secretary, respectively, of The Freeway Corporation and do further hereby certify:

1. That a special meeting of the board of directors of said corporation was duly held at 4:00 o'clock P. M. on the 29th day of October, 1958, at 170 So. Euclid Avenue, Pasadena, California, at which meeting there was at all times present and acting all of the members of the board.

2. That at said meeting the following resolution was duly adopted:

RESOLVED: That the corporation merge with Estes Investments, Inc. and Ontario Hotel Co. pursuant to the terms and conditions of the agreement presented to this meeting.

3. That the vote in favor of said resolution was unanimous.

4. That a special meeting of shareholders of said corporation was duly held at 4:30 o'clock P. M. on the 29th day of October, 1958, at 170 So. Euclid Avenue, Pasadena, California; that at said meeting the agreement of merger referred to in said resolution of the board of directors was approved by the unanimous vote of all the shareholders of outstanding shares of stock of the corporation.

5. That the total number of outstanding shares of stock is 2,000, all of one class.

6. That notice of the time, place and purpose of the special meeting of the shareholders was waived pursuant to Section 2209 of the Corporations Code.

7. That the name of the surviving corporation shall be THE FREEWAY CORPORATION, the name thereof to be changed to ESTES INVESTMENTS, INC.

8. That the agreement of merger with Ontario Hotel Co. and Estes Investments, Inc., a Florida corporation, filed with the Secretary of State concurrently with this certificate pursuant to Section 4113 of the Corporations Code is the agreement hereinabove referred to and sets forth the terms and conditions approved by said resolution of directors and vote of shareholders.

IN WITNESS WHEREOF, the undersigned have executed
this certificate this 27 day of JANUARY, 1959.

Wm. J. B. Estes
President of The Freeway Corporation

Kathleen A. McCandle
Secretary of The Freeway Corporation

STATE OF CALIFORNIA)
COUNTY OF SAN DIEGO) SS

NIEUPORT B. ESTES, being sworn, says: That he is
the President of THE FREEWAY CORPORATION, a corporation,
that he has read the foregoing Certificate of Officers of
the Freeway Corporation, and knows the contents thereof;
that the same is true of his own knowledge.

Wm. J. B. Estes

Subscribed and sworn to before
me this 27 day of JANUARY, 1959.

Wm. J. B. Estes
Notary Public in and for the said
County and State

My commission expires: My Commission Expires Feb. 20, 1962

STATE OF CALIFORNIA)
COUNTY OF SAN DIEGO) SS

KATHLEEN A. McCANDLE, being sworn, says: That she is
the Secretary of The Freeway Corporation, a corporation; that
she has read the foregoing Certificate of Officers of The
Freeway Corporation, and knows the contents thereof; that the
same is true of her own knowledge.

Kathleen A. McCandle

Subscribed and sworn to before
me this 27 day of JANUARY 1959.

Wm. J. B. Estes
Notary Public in and for the said
County and State.

My commission expires: My Commission Expires Sept. 20, 1962

FILED
FEB 3 - 1989
COUNTY CLERK OF CALIFORNIA
COUNTY CLERK OF STATE
RECEIVED
29th day of

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER dated this 29th day of October, 1958, by and between ESTES INVESTMENTS, INC., a Florida corporation, ONTARIO HOTEL CO., a California corporation, and THE FREEWAY CORPORATION, a California corporation, being hereinafter sometimes collectively referred to as the "constituent corporations",

WHEREAS, Estes Investments, Inc. has heretofore been duly incorporated and organized and exists under and by virtue of the laws of the State of Florida, with its principal office located in the City of Jacksonville, County of Duval, State of Florida; and

WHEREAS, Estes Investments, Inc. has issued and outstanding 415 shares of its capital stock of no par value, all of which shares are of one class and all of said shares are owned by Nieuport B. Estes and Lottie W. Estes, his wife; and

WHEREAS, Ontario Hotel Co. has heretofore been duly incorporated and organized and exists under and by virtue of the laws of the State of California, with its principal office located at 297 West Colorado Boulevard, City of Pasadena, County of Los Angeles, State of California; and

WHEREAS, Ontario Hotel Co. has issued and outstanding 300 shares of stock of no par value all of which shares are of one class and which shares are held by Estes Investments, Inc.; and

WHEREAS, The Freeway Corporation has heretofore been duly incorporated and organized and exists under and by virtue

of the laws of the State of California; with its principal office located at 205 So. Arroyo Parkway, City of Pasadena, County of Los Angeles, State of California; and

WHEREAS, The Freeway Corporation has issued and outstanding 2,000 shares of capital stock of no par value, all of which shares are of one class and all of which shares are owned by Nieuport B. Estes and Lottie W. Estes.

NOW, THEREFORE, the constituent corporations agree as follows:

1. The constituent corporations shall be merged into a single corporation by merging into The Freeway Corporation (hereinafter sometimes referred to as the "surviving corporation") pursuant to the provisions of the laws and statutes of the States of California and Florida.

2. The terms and conditions of the merger and the mode of carrying the same into effect and the manner and basis of converting the shares of the constituent corporations into the shares of the surviving corporation are as follows:

Upon the merger of the constituent corporations the separate existence of the Ontario Hotel Co. and Estes Investments, Inc. shall cease and The Freeway Corporation shall succeed to and shall become the owner of, without other transfer, all the rights and property of each of the constituent corporations and the surviving corporation shall be subject to all the debts and liabilities of each of the constituent corporations in the same manner as if the surviving corporation had itself incurred them.

The shares of capital stock of all of the constituent corporations shall be called in and delivered to the principal

office of the surviving corporation and shall be cancelled. New share certificates shall be issued representing 6450 shares of stock without par value but carried on the books of the surviving corporation at \$10.00 per share so that the surviving corporation will have a capital stock account of \$64,500.00, being equal to the aggregate of the present capital stock accounts of the constituent corporations. Such new share certificates shall be issued to Nieuport B. Estes and Lottie W. Estes in amounts representing their respective ownerships in the total net worth of the constituent corporations, to the nearest even number of shares, to wit: 2522 shares to Nieuport B. Estes, who has ownership, either directly or constructively, of 39.1% of the total net worth of the constituent corporations, and 3928 shares to Lottie W. Estes, who has ownership, either directly or constructively, of 60.9% of the total net worth of the constituent corporations. Said shares shall be issued to said Nieuport B. Estes and Lottie W. Estes without any further consideration than the cancellation of the shares which they presently held in the constituent corporations.

3. The Articles of Incorporation of the surviving corporation shall be and the same are hereby amended to read as follows:

Paragraph "First" shall read:

~~"First:~~ The name of this corporation is Estes Investments, Inc."

Paragraph "Third" shall read:

~~"Third:~~ The county in the State of California where the principal office for the transaction of the business

of this corporation is to be located in San Diego County."

Paragraph "Fourth" shall read:

"Fourth: This corporation is authorized to issue only one class of shares of stock; the total number of such shares is 6,500; and all such shares of stock are to be without par value."

4. Article I, Section 1 of the by-laws of the surviving corporation shall be and the same is hereby amended to read as follows:

"PRINCIPAL OFFICE. The principal office for the transaction of the business of the corporation is hereby fixed and located at 7825 Ivanhoe, in the City of La Jolla, County of San Diego, State of California. The board of directors is hereby granted full power and authority to change said principal office from one location to another in said county."

5. Estes Investments, Inc. and Ontario Hotel Co. will, from time to time as and when requested by the surviving corporation, execute such documents and do such other acts and things and take or cause to be taken such action as the surviving corporation may deem reasonably necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of the rights, property, assets and business of Estes Investments, Inc. and Ontario Hotel Co. and otherwise to carry out the full intent and purpose of this agreement of merger.

6. This agreement certified, signed, sealed and acknowledged in the manner required by law and filed in the office of the Secretary of State of the State of Florida and in the office of the Secretary of State of the State of

California shall become effective and shall thence be taken and deemed to be the agreement of act of merger of the constituent corporations into the surviving corporation, organized and doing business under and by virtue of the Laws of the State of California. The date upon which this agreement is so filed in said offices shall be deemed to be the effective date of this agreement and if this agreement should be filed in said respective offices on different days, then the last of such dates in point of time shall be deemed to be the effective date of this agreement.

7. The surviving corporation agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of Estes Investments, Inc. as well as for enforcement of any obligation of the surviving corporation arising from the merger and the surviving corporation does hereby irrevocably appoint Lewis H. Hill, Jr., First National Bank Building, Tampa 2, Florida, to accept service of process in any suit or other proceeding.

8. The present directors and officers of The Freeway Corporation shall continue to be the officers and directors of the surviving corporation.

IN WITNESS WHEREOF, the constituent corporations have caused this agreement to be executed in quadruplicate by the respective presidents and secretaries and caused their respective seals to be impressed thereon the day and year first above written.

ONTARIO HOTEL CO.

By [Signature]
President

ATTEST:

[Signature]
Secretary

THE FREEWAY CORPORATION

By [Signature]
President

ATTEST:

[Signature]
Secretary

ESTES INVESTMENTS, INC.

By [Signature]

By [Signature]

By [Signature]

All of the directors
of Estes Investments,
Inc.

ATTEST:

[Signature]
Secretary

STATE OF CALIFORNIA } ss
COUNTY OF LOS ANGELES }

On October 29, 1958, before me, the undersigned, a Notary Public in and for said County and State, personally appeared NIEUPORT B. ESTES known to me to be the president, and KATHLEEN A. MC CARDLE, known to me to be the secretary of Ontario Hotel Co., the corporation that executed the within instrument, known to me to be the persons who executed the within instrument on behalf of said corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal.

Mavis Saunders
Notary Public in and for said
County and State

(SEAL)

My Commission Expires April 15, 1959

STATE OF CALIFORNIA } ss
COUNTY OF LOS ANGELES }

On October 29, 1958, before me, the undersigned, a Notary Public in and for said County and State, personally appeared NIEUPORT B. ESTES, known to me to be the president, and KATHLEEN A. MC CARDLE, known to me to be the secretary of The Freeway Corporation, the corporation that executed the within instrument, known to me to be the persons who executed the within instrument on behalf of said corporation therein named and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal.

Mavis Saunders
Notary Public in and for said
County and State

(SEAL)

My Commission Expires April 15, 1959

STATE OF CALIFORNIA } ss
COUNTY OF LOS ANGELES }

On October 29, 1958, before me, the undersigned, a Notary Public in and for said County and State, personally appeared NIEUPORT B. ESTES, LOTTIE W. ESTES and KATHLEEN A. MC CARDLE, known to me to be all the directors of Estes Investments, Inc. and LOTTIE W. ESTES, known to me to be the secretary of said corporation, the corporation that executed the within instrument, known to me to be the persons who executed the within instrument on behalf of the corporation therein named, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal.

Mavis Saunders
Notary Public in and for said
County and State

(SEAL)

My Commission Expires April 15, 1959

The foregoing agreement of merger having been duly executed by and on behalf of The Freeway Corporation, a California corporation, and Ontario Hotel Co., a California corporation, by their respective Presidents and Secretaries and having been duly approved by the Board of Directors of the respective corporations and having been duly signed by the majority of Directors of Estes Investments, Inc., a Florida corporation, and having been adopted and approved separately by the stockholders of each of the corporations in accordance with the provisions of the laws and statutes of the State of California and Florida, the President and Secretary of Estes Investments, Inc. do hereby sign and execute the agreement of merger pursuant to due authority as the act, deed and agreement of said Estes Investments, Inc. on this 29th day of October, 1958.

ESTES INVESTMENTS, INC.

By Winiford B. Estes President
By Lottie W. Estes Secretary

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) 88

I hereby certify that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared WINIFORD B. ESTES and LOTTIE W. ESTES, to me known and known to be the persons described in and who executed the foregoing instrument as President and Secretary, respectively, of the corporation named therein, and severally acknowledged before me that they executed the same as such officers in the name and on behalf of said corporation.

WITNESS my hand and official seal in the county and state last aforesaid this 29th day of October, A.D. 1958.

Mary Saunders
Notary Public in and for the said
County and State

My commission expires:

My Commission Expires April 16, 1965

BEFORE THE
DEPARTMENT OF INVESTMENT
DIVISION OF CORPORATIONS
OF THE
STATE OF CALIFORNIA

In the matter of the application of

THE FREEWAY CORPORATION
for a certificate.

CERTIFICATION
OF
ISSUANCE OF PERMIT

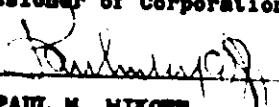
File No. 96397LA

Receipt No. L 208889

I, John G. Sobieski, Commissioner of Corporations
of the State of California, do hereby certify that a copy of the
agreement of merger dated _____, between
The Freeway Corporation, a California corporation and
Hatas Investments, Inc., a Florida corporation and
Ontario Hotel Co., a California corporation is on
file and of record in my office and that a permit was issued to
THE FREEWAY CORPORATION (a California corporation) with
respect thereto on January 6, 1959.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal this 6th day of January, 1959, at
Los Angeles, California.

JOHN G. SOBIESKI
Commissioner of Corporations

By 
PAUL M. WIKOFF
Supervising Deputy

HLG:vj

Cap. structure chg. from 6500 No Par to 100,000 No. Par.

240576

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF
ESTES INVESTMENTS, INC.**

A35388
FILED

In the Office of the Secretary of State
of the State of California

JUL 9 1962

FRANK M. [Signature], Secretary of State

The undersigned, NIEUPORT B. ESTES and LOTTIE W. ESTES, certify that they now are, and at all times herein mentioned have been, the duly elected and acting President and Secretary, respectively, of ESTES INVESTMENTS, INC., a California corporation, and that:

1. At a special meeting of the Board of Directors of the corporation duly held at the company office at 7825 Ivanhoe Avenue, La Jolla, San Diego County, California, at 10:00 o'clock A. M. on June 8, 1962, the following resolution was duly adopted:

RESOLVED, that Article Fourth of the Articles of Incorporation of the corporation be amended to read as follows:

"Fourth: This corporation is authorized to issue only one class of shares of stock; the total number of such shares is 100,000; and all such shares of stock are to be without par value."


RESOLVED FURTHER, that said amendment is hereby adopted and approved.

2. At a special meeting of the shareholders of the corporation duly held at the company office at 7825 Ivanhoe Avenue, La Jolla, San Diego County, California, at 10:00 o'clock A. M. on June 8, 1962, the foregoing amendment to the Articles of Incorporation was ratified and approved by a resolution identical in form to said Directors' resolution set forth in Paragraph 1 of this Certificate.


3. The foregoing amendment was adopted and approved at said shareholders' meeting by the total vote of 6,450 shares, being all of the shares of the corporation presently issued and outstanding.

4. The total number of shares of the corporation entitled to vote on or consent to the adoption of such amendment is 6,450 shares.

IN WITNESS WHEREOF, we have executed this Certificate on the 20 day of JUNE, 1962.



NICHOLAS M. ESTES,
President of Estes
Investments, Inc.



LOTTIE W. ESTES,
Secretary of Estes
Investments, Inc.

STATE OF CALIFORNIA)
) SS.
COUNTY OF SAN DIEGO)

NIEUPORT B. ESTES and LOTTIE W. ESTES, being first duly sworn, each for himself, deposes and says:

That NIEUPORT B. ESTES is, and was at all of the times mentioned in the foregoing Certificate of Amendment of Articles of Incorporation of Estes Investments, Inc., the President of Estes Investments, Inc., the California corporation therein mentioned; and LOTTIE W. ESTES is, and was at all of said times, the Secretary of said corporation; that each has read said Certificate and that the matters set forth therein are true of his own knowledge, and that the signatures purporting to be the signatures of said President and Secretary thereto are the genuine signatures of said President and Secretary, respectively.

Nieuport B. Estes
NIEUPORT B. ESTES
Lottie W. Estes
LOTTIE W. ESTES

Subscribed and sworn to before

me this 20 day of June, 1962.

Francis R. Phillips
Notary Public in and for said
County and State
Francis R. Phillips
My Commission Expires 10-21-63