



CERTIFICATE OF INCORPORATION
OF

MAGIC MOUNTAIN RESORT, INC.

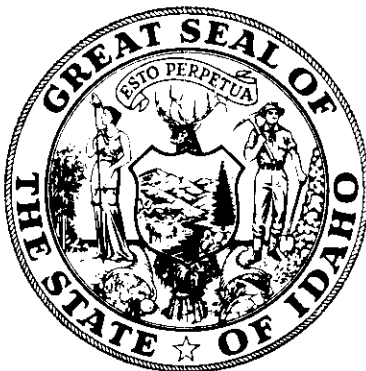
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of Articles of Incorporation for the incorporation of _____

MAGIC MOUNTAIN RESORT, INC.

duly signed 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
Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: January 8, 1985



SECRETARY OF STATE

by: _____

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ARTICLES OF INCORPORATION

OF

MAGIC MOUNTAIN RESORT, INC.

KNOWN ALL MEN BY THESE PRESENTS that we, the undersigned, being natural persons of full age, all residents of the State of Idaho, and all citizens of the United States, in order to form a corporation for the purposes hereinafter stated pursuant to the Idaho Business Corporation Act, do hereby certify as follows:

1. Name. The name of the corporation is Magic Mountain Resort, Inc.

2. Purposes. The purposes of the corporation shall be:

(a) To own, operate and manage a ski resort together with all affiliated services including ski rentals, ski lessons, food, beverage and related activities.

(b) To engage in any and all types of business enterprises which the corporation may from time to time find necessary, desirable or convenient to do in connection with the general business of the corporation.

(c) To purchase, lease, own, sell, mortgage, sublease, or otherwise acquire or dispose of land, buildings, easements or property, both real and personal, including all types and kinds of equipment which are requisite for or are conveniently capable of being used in connection with any of the objects of this corporation, and to enter into, make, perform and carry out contracts of every sort and kind with any person, and to acquire and take over the good will, property rights or liabilities of any person, firm, or corporation, either wholly or in part, and to pay for the same in cash, stocks or bonds of the corporation or otherwise.

(d) To purchase or acquire stock in other corporations, business rights or franchises or any

1 other property of any type related to its business affairs,
2 to incur debt and to borrow and secure the payment of money
3 in any lawful manner, including the issue and sale or other
4 disposition of bonds, debentures, notes or other evidence of
5 indebtedness, and to acquire by purchase, gift, or
6 otherwise, shares of its own corporate stock and cancel the
7 same or any part thereof or hold all or any of such stock
8 for resale as treasury stock, or for the purpose of making
9 stock dividends to its shareholders, and to restrict the
10 transferability of its outstanding shares to the extent
11 reasonably necessary to protect the rights of the
12 corporation and its shareholders in any stock purchase,
13 contracts, or options that may be made between themselves or
14 any of them.

15 (e) To act as surety or creditor in any and all types
16 of engagement, including the power to execute, endorse and
17 deliver contracts and to guarantee the prompt and faithful
18 performance for payment of debts, notes, agreements,
19 contracts, and undertakings of any other person, firm,
20 partnership or corporation, and to act as accommodation,
21 co-maker or guarantor on obligations either as primary or
22 secondary obligor.

23 (f) Without in any manner limiting any of the objects,
24 purposes or powers of the corporation, the business or
25 purpose of said corporation shall be from time to time to do
26 any one or more or all of the acts or things herein set
forth.

(g) The several subdivisions contained in this
paragraph of purposes shall be construed as both purposes
and powers and the enumeration thereof shall not be held to
limit or restrict in any manner the general powers conferred
on business corporations by the laws of the State of Idaho,
all of which powers are hereby expressly claimed.

3. Duration. The duration of the corporation shall be
perpetual.

4. Registered Office. The registered office of said
corporation in the State of Idaho shall be located in Kimberly,
in the County of Twin Falls, and the post office address of the
registered office of said corporation in the State of Idaho is
612 Washington, Kimberly, Idaho, 83341. The registered agent of
the corporation is Ken L. Lee, whose address is 612 Washington,

Kimberly, Idaho, 83341.


5. Capital Stock. The total authorized number of par value shares of the corporation is 100 shares of common stock with equal rights, and no par value.

6. Incorporators. The amount of capital stock of said corporation which has been actually subscribed is three (3) shares, and the following are the names and post office addresses of each of the incorporators and initial directors and the number of shares subscribed by each.

Names of Incorporators & Initial Directors	Post Office Addresses	No. of Shares Subscribed
Ken L. Lee	612 Washington Kimberly, ID 83341	1
Gary Nebeker	Route One Hansen, ID 83334	1
Tim Howard	Route One Murtaugh, ID 83344	1

IN WITNESS WHEREOF, we have hereunto set our hands this

19th day of December, 1984.


KEN L. LEE


GARY NEBEKER


TIM HOWARD

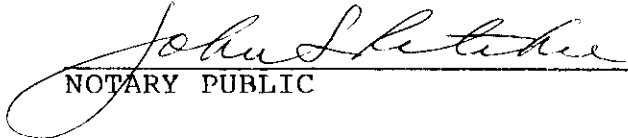
1 STATE OF IDAHO)

) ss.

2 County of Twin Falls)

3 On this 19th day of December, 1984, before me, the
4 undersigned, a Notary Public in and for said county and State,
5 personally appeared KEN L. LEE, GARY NEBEKER and TIM HOWARD,
6 known to me to be the persons whose names are subscribed to the
7 within instrument and acknowledged to me that they executed the
8 same.

9 IN WITNESS WHEREOF, I have hereunto set my hand and
10 affixed my official seal the day and year in this certificate
11 first above written.

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14 NOTARY PUBLIC
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