

State of California



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR - 3 2004



Kevin Shelley
Secretary of State

A0608317

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

FEB 17 2004

KEVIN SHELLEY
Secretary of State

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

The undersigned certify that:

1. They are the President and Secretary, respectively, of the ORANGE COUNTY GREAT PARK CORPORATION.

2. Article IV of the Articles of Incorporation of this corporation is amended to read as follows:

“This corporation’s Board of Directors shall have nine (9) directors, five (5) of whom shall be the persons serving as the duly elected or appointed members of the City Council of the City of Irvine (hereinafter referred to as “City-Directors”).”

3. Article VIII of the Articles of Incorporation of this corporation is amended to read as follows:

“These Articles may not be amended without the prior written consent of a majority of the City-Directors then in office.”

4. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors and by both City-Directors of the corporation.

5. The Bylaws of this corporation are deemed re-adopted, and the Bylaws and the appointment of Directors and other officers are ratified as conforming with these Articles as amended.

6. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct our own knowledge.

Date: FEBRUARY 26, 2004

William Hart

President

Daniel Jung

Secretary

