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
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 to our own knowledge.

Date: February 26, 2004

[Signatures]

President

Secretary