

70000001383
ENTERTAINMENT

Brian D. Lownds
Director - Operations Support
Two Pennsylvania Plaza
New York, NY 10121
212 868-6850
212 868-8108 fax

June 1, 2000

Amend

Annette Ramsey
Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

700003275137--5
-06/02/00--01075--001
*****35.00 *****35.00

Dear Annette,

Enclosed is the amendment reporting the officer changes for Ogden Attractions, Inc.
Please call me at (212)868-6850 if there is anything else that is needed.

Thank you very much for your help in expediting these changes.

Sincerely,

B.D.L.

Brian D. Lownds
Director - Operations Support

00 JUN -2 PM 2:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AJR
6/2/00

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
00 JUN -2 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Ogden Attractions, Inc.
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE 3. March 18, 1997
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

CHANGE OF OFFICERS _ SEE ATTACHED

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____
5. _____
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.

New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction

Peter Allen
Signature

6/1/00
Date

Peter Allen
Typed or printed name

Sr VP / Secretary
Title

OGDEN ATTRACTIONS, INC.

Action by Unanimous Consent in Writing
of the Board of Directors

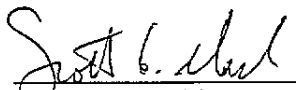
May 23, 2000

The undersigned, constituting the entire Board of Directors of Ogden Attractions, Inc., a Delaware corporation (the "Corporation"), by unanimous consent in writing pursuant to the authority of Section 141(f) of the Delaware General Corporation Law, without the formality of convening a meeting, do hereby severally and collectively consent to the following action of the Corporation:

RESOLVED, that with effect of this date John K. MacAniff be and is hereby elected President of the Corporation, replacing Scott G. Mackin, to serve until the next annual meeting of shareholders or until his successor is duly elected and qualified to serve; and it is further

RESOLVED, that with effect of this date Brian D. Lownds be and is hereby elected Vice President/Assistant Secretary of the Corporation, replacing Joseph M. Barry, to serve until the next annual meeting of shareholders or until his successor is duly elected and qualified to serve; and it is further

RESOLVED, that the officers of this Corporation and each of them be and they hereby are authorized to execute and deliver any and all documents and take any and all actions which in their opinion are necessary or desirable to implement the foregoing resolution.



Scott G. Mackin



Peter Allen



William J. Metzger

OGDEN ATTRACTIONS, INC.


Action by Unanimous Consent in Writing
of the Sole Shareholder
in lieu of Annual Meeting

May 23, 2000

The undersigned, constituting the sole shareholder of Ogden Attractions, Inc., a Delaware corporation (the "Corporation"), by unanimous consent in writing, pursuant to Section 228 of the Delaware General Corporation Law, without the formality of convening a meeting, do hereby severally and collectively consent to the following action of the Corporation:

RESOLVED, that with effect of this date John K. MacAniff be and is hereby elected to serve as a Director of the Corporation, replacing Scott G. Mackin, to serve until the next annual meeting of shareholders or until his successor is duly elected and qualified to serve.

OGDEN SERVICES CORPORATION

By: 
Peter Allen, Senior Vice President

Ogden Attractions, Inc. – Officer/Director List

| <i>Name</i> | <i>Title</i> | <i>Director</i> | <i>HomeAddress</i> | <i>HomePhone:</i> |
|----------------------|---------------------|-----------------|--|-------------------|
| John Kane MacAniff | President | X | 40 Huron Drive Chatham, NJ 07928 | (973) 635-6051 |
| Peter Allen | Sr. VP/Secretary | X | 60 Maple Drive Great Neck, NY 11021 | (516) 482-8244 |
| William John Metzger | Sr. VP/Treasurer | X | 54 Wellington Road Livingston, NJ 07039 | (973) 597-9706 |
| Brian Davis Lownds | Assistant Secretary | | 310 West 80th Street New York, NY 10024 | (212) 721-0951 |