

429734
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March 21, 1997

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32311

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-03/24/97--01138--009
*****35.00 *****35.00

Re: Articles of Amendment to the Articles of Incorporation
of Rochester Resorts, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Amendment to the Articles of Incorporation of Rochester Resorts, Inc., along with a check in the amount of \$35.00 to cover filing fees for same. Upon filing, please notify me by fax and file stamp and return the copy to me in the enclosed self-addressed, stamped envelope which I have provided.

Thank you in advance.

Sincerely,

HUMPHREY & KNOTT, P.A.

Teresa A. Hanson

Teresa A. Hanson
Secretary to Garey F. Butler

Enclosure: Articles of Amendment
Check for \$35.00
Return envelope

Amend
FILED
DIVISION OF CORPORATIONS
97 MAR 24 AM 10:22
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
ROCHESTER RESORTS, INC.

SECRETARY FILED
DIVISION
97 MAR 24 AM 10:22

Pursuant to the provisions of Section 607.1006, Florida Statutes, the Articles of Incorporation of the above named corporation (the "Corporation"), filed with the Department of State on July 5, 1973, and assigned charter #429934, are hereby amended pursuant to approval by the holders of a number of the corporation's Common Stock sufficient for approval on the 10th day of March, 1997, as follows:

1. Article III (a) is hereby amended to read as follows:

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 15,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

2. Article III (c) is hereby amended to read as follows:

The holders of the stock of the corporation shall have the preemptive right to subscribe for and purchase their proportionate share of any additional stock issued by the corporation from and after the issuance of the shares originally subscribed for by the stockholders of this corporation, whether such additional shares be issued for cash, property, services or any other consideration and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

ROCHESTER RESORTS, INC.

By: Lloyd Wright
Lloyd Wright, President