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**FIRST AMERICAN HOTEL & CASINO
RESORTS**

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000002569420--9

-06/23/98-01054-006

*****87.50 *****87.50

Enclosed please find the Articles of Amendment for the Black Hills Resorts Corporation to be filed as soon as possible. Please find enclosed also a check in the amount of \$87.50 #2057, for a certified copy of the Articles of Amendment.

Sincerely,



Charles W. Helseth
Incorporator

FILED

98 JUN 23 PM 12:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend M

JUL 2 1998

BUSINESS ORGANIZATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
98 JUN 23 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BLACK HILLS RESORTS CORPORATION
(PRESENT NAME)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Articles I - Name of the Corporation - was amended,
FROM: Black Hills Resorts Corporation
TO: First American Hotel & Casino Resorts, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

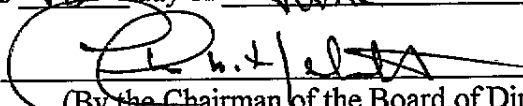
Article II: - Capital Stock of the Corporation was amended as follows:

THIRD: The date of each amendment's adoption: February 26, 1998.

FOURTH: Adoption of Amendment(s) :

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 18th day of June, 1998.

Signature 
(By the Chairman of the Board of Directors, President of other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Charles W. Helseth
Type or print name

Incorporator
Title

Article III - Capital Stock

The capital stock of the Corporation shall consist of two (2) classes of Shares which are hereby designated as Class "A" Shares and Class "B" Shares. Class "A" shares shall consist of 5 100 000 Shares and Class "B" Shares shall consist of 4 900 000 Shares. The total number of authorized Shares is 10 000 000. The Shares shall have a par value of zero.

The Class A shares shall be entitled to fifty-one (51%) percent of the total voting rights granted to all voting common stock issued and outstanding. (with each Class A Share being entitled to that number of votes equal to a fraction the numerator of which is 51 and the denominator of which is the total number of Class A Shares issued and outstanding) and the Class B Shares shall be entitled to forty-nine (49%) percent of the total voting rights granted to all voting common stock issued and outstanding. (with each Class B Share being entitled to that number of votes equal to a fraction the numerator of which is 49 and the denominator of which is the total number of Class B Shares issued and outstanding). except as follows: The holders of the Class A Shares and the holders of the Class B Shares shall each vote as a class by majority vote on the following matters: (1) the Corporation's sale lease or exchange of substantially all of its assets; (ii) the merger or other corporate reorganization transaction involving the Corporation; (iii) the amendment restatement or repeal of all or any portion of the Corporation's Articles of Incorporation.

Unless modified by Amendment to these Articles as prescribed herein only the initial Director Charles W. Helseth and American Indians and their descendants may purchase and own Class "A" shares.