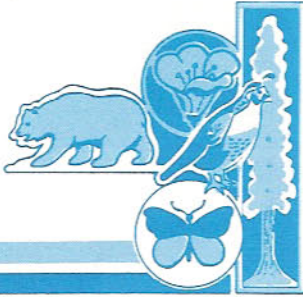


A418939



State
of
California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

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

JUN - 8 1992



March Fong Eu

Secretary of State

A418939

ENDORSED
FILED
In the Office of the Secretary of State
of the State of California

JUN 4 1992

MARCHFONGEU, Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

PALOMAR MOUNTAIN PLANNING ORGANIZATION

BRUCE GRAVES and CYNTHIA A. McADAMS LYTHGOE certify that:

1. They are the President and Secretary, respectively, of PALOMAR MOUNTAIN PLANNING ORGANIZATION.
2. Article V of the Articles of Incorporation of this corporation is hereby amended and restated to read as follows:

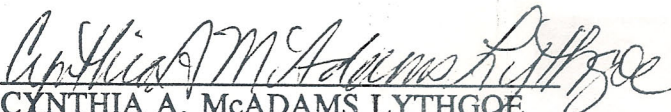
"ARTICLE V

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code."

3. The foregoing Amendment of the Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing Amendment of the Articles of Incorporation has been duly approved by the required vote of members.



BRUCE GRAVES
President



CYNTHIA A. McADAMS LYTHGOE
Secretary

