

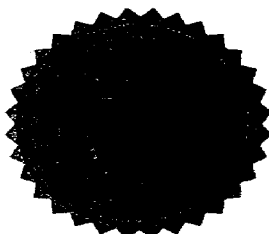
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DELAWARE NORTH PARKS SERVICES, INC.", CHANGING ITS NAME FROM "DELAWARE NORTH PARKS SERVICES, INC." TO "DELAWARE NORTH COMPANIES PARKS & RESORTS, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF FEBRUARY, A.D. 2003, AT 10:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2249489

DATE: 02-10-03
TRADEMARK

REEL: 002682 FRAME: 0937

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
DELAWARE NORTH PARKS SERVICES, INC.

Delaware North Parks Services, Inc., (the "Corporation"), a Delaware corporation, hereby certifies as follows:

1. The name of the Corporation is Delaware North Parks Services, Inc.
2. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State on October 27, 1992, with subsequent Amendments to the Certificate of Incorporation filed on August 3, 1993 and August 25, 1993.
3. This Certificate of Amendment to the Certificate of Incorporation has been duly adopted by the Corporation in accordance with Sections 141, 228, and 242 of the General Corporation Law of the State of Delaware.
4. The Certificate of Incorporation of the Corporation is hereby amended by deleting the First Article thereof and replacing it in its entirety with the following:

"1. The name of the Corporation is Delaware North Companies Parks & Resorts, Inc."

THIS CERTIFICATE OF AMENDMENT is executed as of this 7th day of February, 2003.

DELAWARE NORTH PARKS SERVICES, INC.

By: _____


Peter J. Crato

Vice President-Finance & Treasurer

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:30 AM 02/07/2003
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TOTAL P.02

~~TRADEMARK~~