

ARTICLES OF INCORPORATION
OF
LA BUENA VIDA TWO TOWNHOUSES CORP.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned persons, all of whom are residents of Arizona, have this day voluntarily associated themselves together for the purpose of forming a corporation under and pursuant to the rules of the State of Arizona, and for that purpose hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of the corporation shall be:

LA BUENA VIDA TWO TOWNHOUSES CORP.

ARTICLE II.

This corporation is organized pursuant to the general non-profit corporation laws of the State of Arizona.

ARTICLE III.

The names and post office addresses of the incorporators are as follows:

LAWRENCE L. PAVILACK 733 Security Building
Phoenix, Arizona 85004

EARL SUMRALL P. O. Box 10008
Phoenix, Arizona 85016

HENRY F. KAESTNER P. O. Box 10008
Phoenix, Arizona 85016

ARTICLE IV.

The number of directors of this corporation to act initially shall be three (3) but such number may be changed by the By-Laws duly adopted. The following persons were elected January 17, 1968, at Phoenix, Arizona, to serve as directors until the election of their successors:

LAWRENCE L. PAVILACK 733 Security Building
Phoenix, Arizona 85004

EARL SUMRALL P. O. Box 10008
Phoenix, Arizona 85016

HENRY F. KAESTNER P. O. Box 10008
Phoenix, Arizona 85016

ARTICLE V.

The principal place of business of the corporation shall be at the City of Scottsdale, Arizona, but the corporation may establish other offices within the State of Arizona and hold its meetings at such places as the By-Laws may provide.

ARTICLE VI.

The general nature of the business to be transacted and the objectives and purposes of the corporation shall be as follows:

A. To own, operate and/or maintain certain property and improvements to be used in common by and for the benefit of the owners of residences constructed with the following described premises:

Lots Sixty-five (65) through One Hundred Thirty-six (136), inclusive, LA BUENA VIDA TWO TOWNHOUSES; a resubdivision of part of Tract "A", Scottsdale Estates Fifteen, Book 04 of Maps, page 35, MCR, a part of the Northwest quarter of the Northeast quarter of Section 24, Township 2 North, Range 4 East of the Gila and

Salt River Base and Meridian, Maricopa County, Arizona; according to the plat thereof of record in the office of the County Recorder of Maricopa County, Arizona, in Book 116 of Maps, page 7 thereof.

B. To enable the financing of construction of such residences and common elements with or without the assistance of mortgage insurance under the National Housing Act.

C. To accept such property and improvements as may be conveyed to the corporation and to maintain and otherwise manage landscaping, parking areas, walk areas, common elements, recreational areas and facilities upon such property. To pay all taxes and assessments, if any, which may properly be levied against such property or other property acquired by or owned by the corporation. To repair, maintain, rehabilitate and restore the real property and any improvements located thereon; to impress liens against the individual residence units and their fractional or percentage ownership interests in the townhouse corporation, to secure the payment of obligations due from the owners thereof to the corporation and to collect, foreclose or otherwise enforce, compromise, release, satisfy and discharge said demands, and to do all other acts necessary to the filing, maintenance and discharge of said liens; to take any action necessary to enforce the covenants, restrictions, reservations and conditions which at present or in the future affect said property described in Article VI, Paragraph A above, either by recording restrictions, By-Laws of the corporation, rules and regulations of the corporation, or in any other way created, and in addition thereto, to do any and all lawful things and acts which the corporation, at any time, and from time to time, shall, in its discretion, deem to be to the best interests of the members of the corporation, and to pay all costs and expenses in connection therewith and in connection with any and all the purposes of the corporation, and further, to do any and all lawful things which may be advisable, proper, authorized or permitted to be done by the corporation under and by virtue of any condition, covenant, restriction, reservation, charge or assessment affecting said property or any portion thereof, and to do and perform any and all acts which may be either necessary for or incidental to the exercise of any of the foregoing powers, or for the peace, health, comfort, safety or general welfare of the members of the corporation, and further, to do any and all things and exercise all rights and powers permitted to non-profit corporations under the laws of the State of Arizona, including the power to mortgage or encumber any property owned by it.

D. To enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to, the accomplishment of the purposes of the corporation, including, but not limited to, any contract or contracts with the Federal Housing Commissioner which may be desirable or necessary to comply with the requirements of the National Housing Act, as amended, and the Administrative Rules and Regulations of the Commissioner thereunder, relating to the regulation or restriction of mortgagor corporations as to rents, sales, charges, capital structure, rate of return and methods of operation.

E. To borrow and loan money, and give, take and hold security and collateral, to execute, make and issue and take and receive bonds, notes, debentures, mortgages, pledges and other evidences of indebtedness and security, of any and all kinds whatsoever, in furtherance of any or all of the objects of its business.

F. To make contracts of all kinds and descriptions with third parties, firms and corporations; to make contracts with any of the officers, directors, members of the Council of Co-Owners or employees of this corporation, individually or otherwise and without limitation, restriction or prejudice, which contracts shall be considered and construed on the same basis as contracts with third persons, all in furtherance of the organization, management, operation, objects or purposes of the corporation.

G. To do and perform any and all acts and things and to transact any business, not inconsistent with law, which may be necessary, incidental to or convenient in carrying out any of the business or purposes of the corporation.

ARTICLE VII.

The corporation shall be a non-stock corporation and shall be owned by its members, who shall be collectively called the Council of Co-Owners, and no dividends or pecuniary profits shall be paid to its members. Membership in the Association, except for membership of the incorporators and the first Board of Directors, shall be limited to

townhouses constructed or planned to be constructed on the property described above. An owner of a townhouse shall automatically, upon becoming the owner of a townhouse, be a member of the Association, and shall remain a member of the Association until such time as his ownership ceases for any reason, at which time his membership in said Association shall automatically cease. Nothing herein is intended to include as members of the Association persons or entities who hold an interest merely as security for the performance of an obligation. No certificates of membership shall be issued and membership shall be evidenced by an official list of said members, which list shall be kept by the Secretary of the Association. No membership shall be issued to any other person or persons except as they may be issued in substitution for outstanding memberships assigned to the new record owners of equitable title (or legal title if equitable title has merged). Membership shall be appurtenant to and may not be separated from ownership of any lot.

In the event any such townhouse is owned by two or more persons, whether by joint tenancy, tenancy in common, community property or otherwise, the membership as to each townhouse unit shall be joint and a single membership for such townhouse shall be issued in the names of all, and they shall designate to the Association in writing at the time of issuance one of their number who shall hold the membership and have the power to vote said membership, and in the absence of such designation and until such designation is made, the Board of Directors of the Association shall make such designation.

ARTICLE VIII.

The Association shall have two classes of voting membership.

Class A. Class A members shall be all those owners as defined in Article VII. A Class A member shall be entitled to one vote for each lot owned by said member, as provided above.

Class B. The Class B member shall be the Declarant (as defined in the Declaration of Covenants, Conditions and Restrictions recorded for the property referred to in Article VI A above). The Class B member shall be entitled to three (3) votes for each lot in which it holds the interest required for membership by Article VII, provided that the Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
- (b) Two (2) years from the date of the above referred to Declaration.

ARTICLE IX.

The time of commencement of this corporation shall be the date upon which the Arizona Corporation Commission shall issue its Certificate of Incorporation and the termination of the corporation shall be twenty-five (25) years thereafter, with the power and privilege of renewal as provided by law. Application for the renewal of such corporate existence shall be made in a timely manner prior to the date of termination of the original corporation charter.

ARTICLE X.

The affairs of the corporation shall be conducted by a Board of Directors consisting of an odd number of not less than five (5) nor more than seven (7) members, except for the initial directors as provided in Article IV above, or as may be fixed from time to time by the members of the Council of Co-Owners, and such other officers as the Board of Directors may select from time to time, including a President, a Vice President, a Secretary and a Treasurer. The same person may hold any two offices, except that the President may not at the same time hold the office of Vice President or Secretary.

The directors shall be elected by the members of the Council of Co-Owners at the first and each ensuing annual meeting thereof, as provided for in the By-Laws of this corporation. The directors, other than those named in Article IV above, must be members of the Council of Co-Owners. In addition to those eligible to be a director, as indicated above, any director, officer or employee of a corporation, which is a member of the Council of Co-Owners, shall be eligible to be a director of the townhouse corporation upon being so authorized by said member corporation.

The Board of Directors, at any regular or special meeting called for such purpose, shall have full power to adopt, amend or repeal resolutions and by-laws of the corporation or such resolutions and by-laws not contrary to nor inconsistent with law or these Articles of Incorporation.

ARTICLE XI.

Any indebtedness or liability, direct or contingent, must be authorized by an affirmative vote of a majority of the votes cast by the members of the Board of Directors at a lawfully held meeting, and approved by the Arizona Corporation Commission, to the extent required by the laws of the State of Arizona. The highest amount of indebtedness or liability, direct or contingent, to which this corporation may be subject at any one time shall not exceed one hundred fifty percent (150%) of its income for the previous fiscal year, except that additional amounts may be authorized by an affirmative vote of two-thirds (2/3) of the members of the Council of Co-Owners.

ARTICLE XII.

Any mortgage by the Association of the common area, as defined in the Declaration of Covenants, Conditions and Restrictions for the property referred to in Article VI, shall have the assent of two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the Class B membership, if any.

ARTICLE XIII.

The private property of each and every officer, director, and member of the Council of Co-Owners of this corporation shall at all times be exempt from all debts and liabilities of the corporation.

ARTICLE XIV.

This corporation hereby appoints LAWRENCE L. PAVILACK, 733 Security Building, Phoenix, Arizona, who is now and has been for more than three (3) years last past, a bona fide resident of the State of Arizona, as its lawful statutory agent, upon whom all notices and processes, including service of summons, may be served, and which, when so served, shall be lawful, personal service upon this corporation. The Directors may, at any time, appoint another agent for such purpose, and the filing of such other appointment shall revoke this or any other previous appointment of such agent.

ARTICLE XV.

The first annual meeting of the Council of Co-Owners of the corporation shall be held within sixty (60) days after the builder has constructed and conveyed sixty-six percent (66%) of the total number of residence units to be constructed within the premises as described in Article II of the By-Laws, or within one (1) year from the date of incorporation, whichever is sooner. Thereafter, the annual meetings of the Council of Co-Owners shall be on the second Wednesday of April of each year or at such other time as shall be specified by the By-Laws of this corporation duly adopted or amended. Any such amendment of the By-Laws, thus duly adopted, changing the date of the annual meetings shall be valid and effective without the necessity of amending the Articles of Incorporation of the corporation. The annual meetings of the Board of Directors and the members of the Council of Co-Owners shall be held at the office of the corporation or at such other office or offices at such other places within the County of Maricopa, State of Arizona, as may be designated by the Board of Directors. There shall be no less than two (2) meetings of the Board of Directors during each fiscal year.

ARTICLE XVI.

The corporation shall not execute or file for record any documents which impose a restriction upon the sale, lease or occupancy of property solely on the basis of race, color or creed.

ARTICLE XVII.

These Articles of Incorporation may be amended by the affirmative vote of seventy-five percent (75%) of the entire membership. However, no amendment shall be made which would in any manner be deemed to be in conflict with or contrary to the terms of any promissory note, mortgage, regulatory agreement, document and/or instrument executed by the corporation in obtaining insurance under the National Housing Act.

*Amended
1/17/68*

ARTICLE XVIII.

The corporation shall have power to dedicate, sell or transfer all or any part of the common area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by members entitled to cast two-thirds (2/3) of the votes of the Class A membership and two-thirds (2/3) of the votes of the Class B membership, if any, agreeing to such dedication, sale or transfer.

ARTICLE XIX.

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the entire Class A membership and two-thirds (2/3) of the entire Class B membership, if any. Upon dissolution of the Association, the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to purposes and uses that would most nearly reflect the purposes and uses to which they were required to be devoted by the Association.

ARTICLE XX.

Additional property may be annexed pursuant to this Article. Annexation of additional property shall require the assent of two-thirds (2/3) of the Class A members and two-thirds (2/3) of the Class B members, if any, at a meeting duly called for this purpose, written notice of which shall be sent to all members not less than thirty (30) days nor more than sixty (60) days in advance of the meeting setting forth the purpose of the meeting. The presence of members or of proxies entitled to cast sixty percent (60%) of the votes of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called subject to the notice requirement set forth above and the required quorum at such subsequent meeting shall be one-half (1/2) of the required quorum of the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting. In the event that two-thirds (2/3) of the Class A membership or two-thirds (2/3) of the Class B membership are not present in person or by proxy, members not present may give their written assent to the action taken thereat.

ARTICLE XXI.

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, the undersigned persons have hereunto set their hands this 17th day of January, 1968.

s/ Lawrence L. Pavilack
Lawrence L. Pavilack

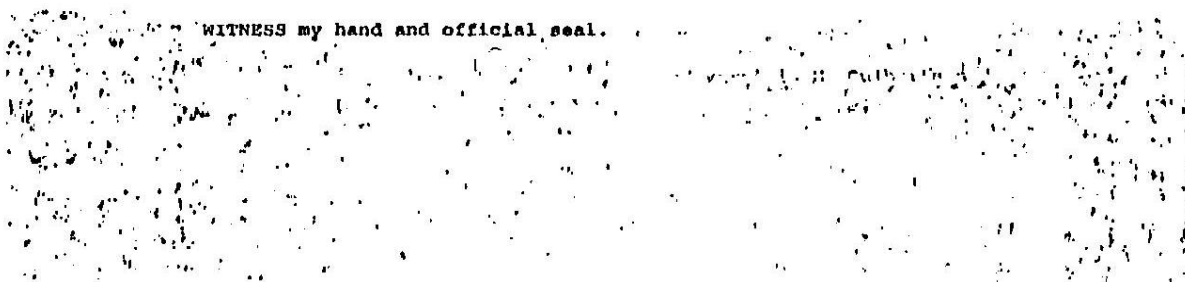
s/ Earl Sumrall
Earl Sumrall

s/ Henry F. Kaestner
Henry F. Kaestner

STATE OF ARIZONA)
) ss.
County of MARICOPA)

This instrument was acknowledged before me this 17th day of January, 1968, by LAWRENCE L. PAVILACK, EARL SUMRALL and HENRY F. KAESTNER.

WITNESS my hand and official seal.



AFFIDAVIT OF PUBLICATION

Number _____

Amend Articles of Incorporation
LA BUENA VIDA TWO TOWNHOUSES CORP.



The Record Reporter

STATE OF ARIZONA

65.

COUNTY OF MARICOPA

WHITNEY PILOT, being first sworn, upon oath deposes and says: That she is the associate publisher of

THE RECORD REPORTER

a newspaper of general circulation in the County of Maricopa, State of Arizona at Phoenix, Arizona, and that the copy hereto attached is a true copy of the advertisement as published daily except Sunday and Legal Holidays in The Record Reporter on the following dates:

JUN. 26, 28, 29, 1993

Whitney Pilot

Subscribed and sworn to before me on the _____ day of

06/29/93

A.D. 19

Lanya Kay Howard

Lanya Kay Howard

My Commission Expires: August 31, 1996

9:
**NON-PROFIT AMENDMENT
ARTICLES OF AMENDMENT TO
THE
ARTICLES OF INCORPORATION OF
LA BUENA VIDA TWO
TOWNHOUSES CORP.**

Pursuant to the provisions of Title 10, Section 1034 and 1035, Arizona Non-Profit Corporation Act, the undersigned corporation adopts the attached Articles of Amendment to its Articles of Incorporation:
FIRST: The name of the corporation is LA BUENA VIDA TWO TOWNHOUSES CORP.
SECOND: The document attached hereto as Exhibit A sets forth the amendment to the Articles of Incorporation which was adopted unanimously by the members of LA BUENA VIDA TWO TOWNHOUSES CORP. at its annual meeting held on April 14, 1993 in the manner prescribed by the Arizona Non-Profit Corporation Act.

DATED this 11 day of May, 1993.
LA BUENA VIDA TWO TOWNHOUSES CORP.
by /s/ Warren Sichel
President
by /s/ Christine Comer
Secretary

STATE OF ARIZONA
County of Maricopa) ss

The foregoing instrument was acknowledged before me this 11th day of May, 1993 by WARREN SICHOLM, President of LA BUENA VIDA TWO TOWNHOUSES CORP., an Arizona non-profit corporation, on behalf of said corporation.

/s/ Barbara A. Menard
Notary Public

My Commission Expires: 7-13-95

STATE OF ARIZONA
County of Maricopa) ss

The foregoing instrument was acknowledged before me this 11th day of May, 1993 by CHRISTINE COMER, Secretary of LA BUENA VIDA TWO TOWNHOUSES CORP., an Arizona non-profit corporation, on behalf of said corporation.

/s/ Barbara A. Menard
Notary Public

My Commission Expires: 7-13-95

**EXHIBIT A
ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
LA BUENA VIDA TWO
TOWNHOUSES CORP.**

ARTICLE IX is amended to read as follows:

ARTICLE IX
The corporate existence of LA BUENA VIDA TWO TOWNHOUSES CORP. shall not expire and said corporate existence is hereby renewed so that the duration of the corporation shall be perpetual.
Published: June 28, 28, 29, 1993
Request of: Peter Wheeler: Reles
PS214-2A

Work Order No. 5214

PETER WHEELER REISS
ATTORNEY AT LAW
POST OFFICE BOX 901
SCOTTSDALE, ARIZONA 85252-0901

(602) 994-4388

July 6, 1993

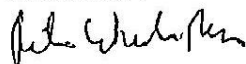
La Buena Vida Two Townhouses Corp.
4961 N. Granite Reef Road
Scottsdale, Arizona 85250

To Whom It May Concern:

Enclosed is the original of the Articles of Amendment and the Affidavit of Publication in connection with the recent amendment to the Articles making the Association perpetual. These documents should be kept with the permanent records of the Association.

If you have any questions concerning this matter, do not hesitate to contact me.

Sincerely,



Peter Wheeler Reiss

PWR:jc
Enclosure

Sec. E, Page 10

THE RECORD REPORTER, TUESDAY, JUNE 29, 1993

My Commission Expires Not Expire
 Published: June 28, 29, 1993
 Request of: Byrne, Beauregard, Shaw,
 Ziskowski & Harbeck
 P4229-2A

STATE OF ARIZONA
 AMENDMENT TO ARTICLES OF
 INCORPORATION OF
 INTERNAL & DIAGNOSTIC
 MEDICAL ASSOC., P.C.

Pursuant to the provisions of Section 10-061, Arizona Business Corporation Act, the undersigned corporation adopts the following amendment to its Articles of Incorporation:

1. The name of the corporation is INTERNAL & DIAGNOSTIC MEDICAL ASSOC., P.C.
2. The document attached hereto as Exhibit "A" constitutes an amendment to the Articles of Incorporation which was adopted by the Shareholders of the Corporation on March 31, 1993, in the manner prescribed by the Arizona Business Corporation Act.
3. The number of shares of the corporation outstanding at the time of such adoption was 1,000; and the number of shares entitled to vote thereon was 1,000.
4. The designation and number of outstanding shares of each class entitled to vote thereon as a class are as follows:
 Class: Common
 Number of Shares: 1,000
5. The number of shares voting for such amendment was 1,000 and the number of shares voting against such amendment was 0.
 DATED: March 31, 1993
 INTERNAL & DIAGNOSTIC MEDICAL ASSOC., P.C., an Arizona professional corporation
 By: /s/ George S. Craft, President
 By: /s/ George S. Craft, Secretary

STATE OF ARIZONA
 County of Maricopa ss.
 The foregoing instrument was acknowledged before me this 11th day of Feb. 11, 1993 by George S. Craft who acknowledged himself to be the President and Secretary of INTERNAL & DIAGNOSTIC MEDICAL ASSOC., P.C., an Arizona professional corporation, on behalf of the Corporation.
 /s/ Ulrich Morrison
 Notary Public
 My Commission Expires: Feb. 11, 1998

EXHIBIT "A"
 Article VI of the Articles of Incorporation is hereby amended by deleting the paragraph and substituting in lieu thereof the following:
 "The period of duration of this corporation shall be perpetual; provided the corporation may sooner cease to exist upon the happening of an event described in §10-906, Arizona Revised Statutes."
 2. Article VIII of the Articles of Incorporation is hereby amended by deleting the paragraph in its entirety.
 3. In all other respects, the terms and provisions of the Articles of Incorporation of Internal & Diagnostic Medical Assoc., P.C. are hereby affirmed.
 Published: June 28, 29, 1993
 Request of: Goldman & Kaplan, Ltd.
 PS116-2A

STATE OF ARIZONA
 ARTICLES OF AMENDMENT
 TO THE
 ARTICLES OF INCORPORATION
 OF
 INTRAWEST INSURANCE
 COMPANY

Pursuant to the provisions of Section 10-061, Arizona Business Corporation Act, the undersigned corporation adopts the following amendment to its Articles of Incorporation:
 FIRST: The name of the corporation is INTRAWEST INSURANCE COMPANY.
 SECOND: An amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on March 17, 1993, in the manner prescribed by the Arizona Business

Corporation Act, whereby Article VIII was amended to read as follows:
 ARTICLE VIII
 The annual meeting of the shareholders shall be held during January, February or March of each year, at such time and place as the Board of Directors shall designate, for the purpose of electing Directors for the ensuing year and for the transaction of such other business as may come before the meeting.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 100,000; and the number of shares entitled to vote thereon was 100,000.

FOURTH: The designation and number of outstanding shares of each class or series entitled to vote thereon as a class or series were as follows:
 Class or Series: Class A Common
 Number of Shares: 75,100
 Class or Series: Class B Common
 Number of Shares: 24,900

FIFTH: The number of shares of each class or series entitled to vote thereon as a class or series voted for and against such amendment, respectively, was:
 Class or Series: Class A Common
 Number of Shares For: 75,100
 Number of Shares Against: None
 Class or Series: Class B Common
 Number of Shares For: 24,900
 Number of Shares Against: None

SIXTH: No exchange, reclassification or consolidation of issued shares is provided for in the amendment.
 SEVENTH: The amendment affects no change in the amount of stated capital.
 DATED: May 3, 1993
 INTRAWEST INSURANCE COMPANY
 By: /s/ Carol Weber (Title) President
 By: /s/ Emily E. Harding Secretary

STATE OF MINNESOTA
 COUNTY OF HENNEPIN ss.
 The foregoing instrument was acknowledged before me this 3rd day of May, 1993 by Carol Weber (Title) and Emily E. Harding, President and Secretary of IntraWest Insurance Company, an Arizona corporation, on behalf of the corporation.
 /s/ Margaret M. Weber
 Notary Public
 My Commission Expires: February 10, 1997
 Published: June 28, 29, 1993
 Request of: Phil Paris
 P5137-2A

STATE OF ARIZONA
 ARTICLES OF AMENDMENT
 TO THE
 ARTICLES OF INCORPORATION
 OF
 AMERICAN MODERN LIFE
 INSURANCE COMPANY

Pursuant to the provisions of Section 10-061, Arizona Revised Statutes, the undersigned corporation adopts the following amendment to its Articles of Incorporation:

FIRST: The name of the corporation is AMERICAN MODERN LIFE INSURANCE COMPANY.
 SECOND: An amendment to the Articles of Incorporation was adopted on April 1, 1993, by the sole owner of stock of the corporation issued and outstanding and entitled to vote, in the manner prescribed by the law, whereby Article I was amended to read as follows:
 The name of the corporation shall be AMERICAN MODERN LIFE INSURANCE COMPANY OF ARIZONA, INC.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 10,000; and the number of shares entitled to vote on the amendment was 10,000.

FOURTH: The designation and number of outstanding shares of each class or series entitled to vote thereon as a class or series were as follows:
 Class or Series: Common
 Number of Shares: 10,000

FIFTH: The number of shares of each class or series entitled to vote thereon as a class or series voted for or

against such amendment, respectively, was:
 Class or Series: Common
 Number of Shares For: 10,000
 Number of Shares Against: 0

SIXTH: The document attached hereto as Exhibit A states the manner in which any exchange, reclassification or consolidation of issued shares provided for in the amendment shall be effected.

SEVENTH: The amendment affects no change in the amount of stated capital.
 DATED: April 1, 1993
 AMERICAN MODERN LIFE INSURANCE COMPANY
 By: /s/ Thomas J. Hoels President
 By: /s/ John P. Laffie Secretary

STATE OF OHIO
 County of HAMILTON ss.
 The foregoing instrument was acknowledged before me this 1st day of April, 1993, by THOMAS J. HOELS and JOHN P. LAFFIE, President and Secretary, respectively, of AMERICAN MODERN LIFE INSURANCE COMPANY, an Arizona corporation, on behalf of the corporation.
 /s/ Lori Dinkelmeier
 Notary Public
 My Commission Expires: Sept. 20, 1997

EXHIBIT A
 TO
 ARTICLES OF AMENDMENT TO THE
 ARTICLES OF INCORPORATION OF
 AMERICAN MODERN LIFE
 INSURANCE COMPANY

All certificates representing shares of stock of the corporation previously issued and outstanding shall be surrendered to the corporation and replaced by a certificate or certificates for the same number of shares of the same class bearing the new corporate name. DATED: June 28, 29, 1993
 Request of: Phil Paris
 L5138-2A

CERTIFICATE OF RESOLUTION
 AMENDMENT OF ARTICLES OF
 INCORPORATION OF
 EDUARD JEWELRY AND
 ASSOCIATES, INC.

DECEMBER 2, 1992.
 Article I is amended and restated as follows:
 Name. The name of the corporation is:
 EDUARD JEWELRY AND ASSOCIATES, INC.
 Article VI is amended and restated as follows:
 The corporation is hereby amended by changing the name of the corporation to EDUARD JEWELRY AND ASSOCIATES, INC. from EDUARD JEWELRY AND ASSOCIATES, INC. who has been a bona fide resident of Arizona for at least three years, its statutory agent is and for the State of Arizona. This resolution may be revoked at any time by the Board of Directors authorizing and directing the filing with the Arizona Corporation Commission of a statement in accordance with A.R.S. §10-013(A) and (D).
 Article XII is added as follows:
 Article XII. The director shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not alter or limit the liability of a director for (a) any breach of the director's duty of loyalty to the corporation or its shareholders; (b) any act or omission not in good faith or which involves intentional misconduct or a knowing violation of law; (c) authorizing the unlawful payment of a dividend or other distribution on the corporation's capital stock or the unlawful purchase of its capital stock; (d) any violation of A.R.S. §10-041 (Director Conflicts of Interest); or (e) any transaction from which the director derived an improper personal benefit. This Article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date on which this Article becomes effective. The number of shares outstanding and entitled to vote on the amendment was 15,000 shares, of which voted in favor of this Amendment.

IN WITNESS WHEREOF, the undersigned, being all the shareholders and directors, execute this document to be effective as of the

date set forth above, which was the date of a meeting at which all of the shareholders and directors of the corporation were present.
 /s/ James C. Edgar
 /s/ Shly E. Edge
 shareholder and director and secretary

ACCEPTANCE BY STATUTORY AGENT
 JOHN F. GOODSON, who has been a bona fide resident of Arizona for at least three years, hereby accepts his appointment as Statutory Agent of GABRIELTS, ETC., INC., to accept and acknowledge service of, and upon whom may be served, all necessary process or processes to any action, suit or proceeding that may be had or brought against this corporation in any of the courts of Arizona; and affirms that his office at the address set forth in the foregoing Articles shall serve as the statutory office of the corporation.
 DATED: December 2, 1992
 /s/ John F. Goodson
 Published: June 28, 29, 1993
 Request of: Goodson & Manley
 L5117-2A

NON-PROFIT AMENDMENT
 ARTICLES OF AMENDMENT TO
 ARTICLES OF INCORPORATION OF
 LA BUENA VIDA TWO
 TOWNHOUSES CORP.

Pursuant to the provisions of Title 10, Section 1034 and 1035, Arizona Non-Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:
 FIRST: The name of the corporation is LA BUENA VIDA TWO TOWNHOUSES CORP.

SECOND: The document attached hereto as Exhibit A sets forth the amendments to the Articles of Incorporation which were adopted unanimously by the members of LA BUENA VIDA TWO TOWNHOUSES CORP. at its annual meeting held on April 14, 1993 in the manner prescribed by the Arizona Non-Profit Corporation Act.
 DATED this 11 day of May, 1993.
 LA BUENA VIDA TWO TOWNHOUSES CORP.
 /s/ Warren Scholten
 President
 /s/ Christine Conner
 Secretary

STATE OF ARIZONA
 County of Maricopa ss.
 The foregoing instrument was acknowledged before me this 11th day of May, 1993, by WARREN SCHOLTEN, President of LA BUENA VIDA TWO TOWNHOUSES CORP., an Arizona non-profit corporation, on behalf of said corporation.
 /s/ Barbara A. Merritt
 Notary Public
 My Commission Expires: 7-13-95

STATE OF ARIZONA
 County of Maricopa ss.
 The foregoing instrument was acknowledged before me this 11th day of May, 1993, by CHRISTINE CONNER, Secretary of LA BUENA VIDA TWO TOWNHOUSES CORP., an Arizona non-profit corporation, on behalf of said corporation.
 /s/ Barbara A. Merritt
 Notary Public
 My Commission Expires: 7-13-95

EXHIBIT A
 ARTICLES OF AMENDMENT TO THE
 ARTICLES OF INCORPORATION OF
 LA BUENA VIDA TWO
 TOWNHOUSES CORP.

ARTICLE IX is amended to read as follows:
 ARTICLE IX
 The corporate existence of LA BUENA VIDA TWO TOWNHOUSES CORP. shall not expire and said corporate existence is hereby renewed so that the duration of the corporation shall be perpetual.
 Published: June 28, 29, 1993
 Request of: Peter Williams (Title)
 P5214-2A

ARTICLES OF AMENDMENT
 TO
 ARTICLES OF INCORPORATION OF
 LA BUENA VIDA TWO
 TOWNHOUSES CORP.

Pursuant to the provisions of Section 10-061, Arizona Business Corporation Act, the undersigned corporation adopts the following amendment to its Articles of Incorporation:
 FIRST: The name of the corporation is LA BUENA VIDA TWO TOWNHOUSES CORP.
 SECOND: An amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on March 17, 1993, in the manner prescribed by the Arizona Business Corporation Act, whereby Article I was amended to read as follows:
 The name of the corporation shall be LA BUENA VIDA TWO TOWNHOUSES CORP.
 THIRD: The number of shares of the corporation outstanding at the time of such adoption was 10,000; and the number of shares entitled to vote on the amendment was 10,000.
 FOURTH: The designation and number of outstanding shares of each class or series entitled to vote thereon as a class or series were as follows:
 Class or Series: Common
 Number of Shares: 10,000
 FIFTH: The number of shares of each class or series entitled to vote thereon as a class or series voted for or against such amendment, respectively, was:
 Class or Series: Common
 Number of Shares For: 10,000
 Number of Shares Against: 0
 SIXTH: No exchange, reclassification or consolidation of issued shares is provided for in the amendment.
 SEVENTH: The amendment affects no change in the amount of stated capital.
 DATED: March 17, 1993
 LA BUENA VIDA TWO TOWNHOUSES CORP.
 By: /s/ Warren Scholten (Title) President
 By: /s/ Christine Conner (Title) Secretary

ARTICLES OF INCORPORATION
 OF
 ARIZONA CDL, INC.

Pursuant to the provisions of Sections 10-011 and 10-012 of the Arizona Business Corporation Act, the undersigned corporation hereby adopts the following Articles of Amendment to the Articles of Incorporation:

The current version of the Corporation is ARIZONA CDL, INC. (the "Corporation").

The following amendment was adopted at a Joint Special Meeting of the Board of Directors and Sole Shareholder of the Corporation on the 29th day of October, 1992.
 ARTICLE V was amended in its entirety to read as follows:
 ARTICLE V
 The capitalization of the Corporation shall consist of one million (1,000,000) shares of common stock without par value and ten thousand shares of preferred stock with a par value of one thousand Dollars (\$1,000.00). Shares of the Corporation's common stock may be issued upon such terms and conditions as shall be prescribed by the Board of Directors of the Corporation and may be issued in exchange for cash, services or anything of right or value. The judgment of the Board of Directors as to the value of property or services taken in exchange for stock, as to the determination of cash reserves not operating capital and as to the value of existentials received from time to time in the sale of stock, shall be conclusive at the time of the stock if this corporation shall be held by one or more persons who shall be deemed to be bona fide shareholders in this Corporation, and all shareholders' meetings, whether general or special, be entitled to one (1) vote for every share of common stock that the stock holder, except as otherwise provided in the Constitution of the State of Arizona.
 Issued and outstanding shares of said preferred stock will entitle the holder thereof only to those votes, if any, which may be expressly held as non-voting stock for the respective series thereof and to voting rights on certain matters, and in certain circumstances, as set forth in this Article.
 Subject to the terms and provisions of this Article, the Board of Directors is authorized to provide, from time to time, for the issuance of shares of said preferred stock to series and to its, from time to time, before issuance the designation, preferences, privileges and voting powers of the shares of each series of said preferred stock and the restrictions or qualifications thereof, including, without limiting the generality of the foregoing, the following:
 A. The said designation and authorized number of shares;
 B. The date as dates on which dividends will be payable and the extent to which such dividends may be cumulative;
 C. The amount or amounts to be received by the holders in the event of voluntary or involuntary dissolution or liquidation of the Corporation;
 D. The price or prices at which shares may be redeemed and any terms, conditions and limitations upon such redemption;
 E. Any sinking fund provisions for redemption or purchase of shares of such series; and
 F. The terms and conditions, if any, on which shares may be converted at the election of the holders thereof into shares of other capital stock, or of other series of said preferred stock, of the Corporation.
 Each series of said preferred stock, in preference to the common stock, will be entitled to dividends from funds or other assets legally available therefor, at such rates, payable at such times and on such conditions as such series may be fixed by