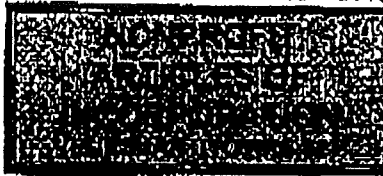


DEAN HELLER
Secretary of State

101 North Carson Street, Suite 3
Carson City, Nevada 89701-4766
(775) 684 5708



OFFICE USE ONLY
FILED # 01329-00

MAY 12 2000

NOTARY PUBLIC
DEAN HELLER, SECRETARY OF STATE

Important: Read attached instructions before com[ing]

1. <u>Name of Corporation:</u>	LAS VEGAS MONORAIL COMPANY	
2. <u>Resident Agent Name and Street Address:</u> <small>(must be a Nevada address when process mailed second)</small>	The Corporation Trust Company of Nevada Name 6100 Neil Road, #500, Reno, NEVADA 89511 Address City Zip Code	
3. <u>Governing Board:</u> <small>(Check one)</small> <u>Names, Addresses, Number of Board of Directors/Trustees:</u>	Shall be styled as <u>X</u> Directors or _____ Trustees The First Board of Directors/Trustees shall consist of <u>3</u> members whose names and addresses are as follows: <u>See attached List of Directors</u> Name _____ Name _____ Street Address, City, State, Zip: _____ Street Address, City, State, Zip: _____	
4. <u>Purpose:</u>	The purpose of this Corporation shall be: <u>See attached purpose clause</u>	
5. <u>Other Matters:</u> <small>(See instructions)</small>	Number of additional pages attached: <u>3</u>	
6. <u>Names, Addresses and Signatures of Incorporators:</u> <small>(Signatures must be inked)</small> <small>Attach additional copies if there are more than 2 incorporators.</small>	David Farber Name 818 W. Seventh St., #200 Address Los Angeles, CA 90017 Signature <i>David Farber</i>	_____ Name _____ Address _____ Signature
7. <u>Notary:</u>	This instrument was acknowledged before me on _____ by _____ _____ Name of person As Incorporator of _____ (Name of party on behalf of whom instrument executed) _____ Notary Public Signature (affix notary stamp or seal)	This instrument was acknowledged before me on _____ by _____ _____ Name of person As Incorporator of _____ (Name of party on behalf of whom instrument executed) _____ Notary Public Signature (affix notary stamp or seal)
7. <u>Certificate of Acceptance of Appointment of Resident Agent:</u>	The Corporation Trust I, <u>Company of Nevada</u> hereby accept appointment as Resident Agent for the above named corporation. <i>David I. Farber</i> DAVID I. FARBER 5/12/00 Signature of Resident Agent ASSISTANT SECRETARY Date	

This form must be accompanied by appropriate fees. See attached fee schedule.

NAMES AND ADDRESSES OF INITIAL DIRECTORS**Terrence L. Wright****3320 West Sahara
Suite 200
Las Vegas, Nevada 89102****John J. Haycock****PO Box 340
Las Vegas, Nevada 89125****Teresa M. Murphy****2300 South Jones
Suite 100-B
Las Vegas, Nevada 89146**

4. Purposes:**ATTACHMENT TO NONPROFIT ARTICLES OF INCORPORATION****OF****LAS VEGAS MONORAIL COMPANY****ARTICLE I**

The purposes for which the corporation is organized are to acquire, develop, operate, maintain and improve the public improvement and related equipment known as the Las Vegas Monorail, to obtain financing for the acquisition, construction, installation, operation, maintenance and improvement of said public improvement and related equipment, and to take any and all other actions necessary and appropriate in order to accomplish the aforesaid public purposes.

ARTICLE II

This corporation is a nonprofit corporation organized and operated exclusively for civic purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code for the sole purpose described in Article I. This corporation shall never engage in any business or activity other than that necessary or convenient for or incidental to the carrying out of the purposes set forth in Article I hereof.

ARTICLE III

This corporation is not organized for profit, and no part of the net earnings, if any, of this corporation, either during its existence or upon its dissolution, shall ever inure to the benefit of any individual, or any director, officer or member thereof, or any person, firm or corporation excepting only the Governor of State of Nevada or a designated agency of the State of Nevada; except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it for its benefit. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. The property, assets, profits and net revenues of this corporation are irrevocably dedicated to the purpose set forth in Article I hereof, provided, however, that, until all indebtedness of this corporation shall have been paid, such net revenues may be used for the purpose of paying or calling for redemption any bonds, debentures, notes, certificates of participation or other evidences of such indebtedness. Upon the dissolution, liquidation or winding up of this corporation, or upon abandonment, the assets of this corporation remaining after payment of or provision for all debts or liabilities of this corporation and after compliance with Nevada state law shall be distributed to the Governor of the State of Nevada (the "Governor") or to a designated agency of the State of Nevada.

ARTICLE IV

No proposed amendment to these Articles of Incorporation shall be effective unless it is approved by the board of directors of the corporation and the Governor. The board of directors shall notify the Governor in writing of any proposed amendment hereto. The amendment shall be deemed approved by the Governor if the Governor fails to respond to the notification within thirty (30) days by written notice to the Corporation.

ARTICLE V

All actions by the corporation involving the (i) filing, (ii) consent to a petition for relief, or (iii) the conversion of an involuntary filing into a voluntary filing under the U.S. Bankruptcy code, as amended, shall not be effective without the unanimous prior written approval of the directors of the corporation.

HAUSER,SUKTIS\Mason\Attachment to Articles of Inc1.doc