

After Recording Please Mail To:

Shawn C. Ferrin
PARSONS BEHLE & LATIMER
201 South Main Street, Suite 1800
P.O. Box 45898
Salt Lake City, UT 84145-0898

00514657 Bk01172 Pg00320-00332

ALAN SPRIGGS, SUMMIT COUNTY RECORDER
1998 AUG 10 11:11 AM FEE \$43.00 BY DMG
REQUEST: KEVIN H DEIS

AFFIDAVIT OF EDWARD L. GRAMPP, Jr.

Edward L. Grampp, Jr., being first duly sworn upon oath, deposes and states:


1. I reside in Salt Lake City, Utah and am over 21 years of age.
2. I am Vice President of American Skiing Company Resort Properties, Inc., a Maine corporation. I have personal knowledge of the facts contained herein and would so testify if called upon to do so.
3. On January 13, 1998, Alpine Resort Properties, Inc. filed an Application for Certificate of Authority with the Utah Division of Corporations and Commercial Code. A certified copy of the Application for Certificate of Authority is attached hereto as Exhibit A.
4. On April 20, 1998, Alpine Resort Properties, Inc. filed an Application to Amend the Certificate of Authority with the Utah Division of Corporations and Commercial Code changing the corporation's name to American Skiing Company Resort Properties, Inc. A certified copy of the Application to Amend the Certificate of Authority is attached hereto as Exhibit A.

5. I am familiar with American Skiing Company Resort Properties, Inc.'s operations on the real property located in the State of Utah, County of Summit. Said property is further described on Exhibit B attached hereto.

Further, affiant sayeth not.

DATED this 10th day of August, 1998.

AMERICAN SKIING COMPANY
RESORT PROPERTIES, INC.
a Maine Corporation

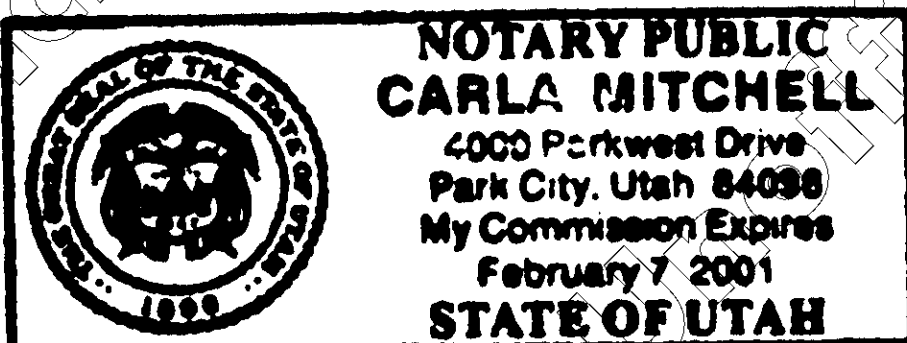
By 
Edward L. Grampp, Jr.
Vice President

STATE OF UTAH)

: ss.

COUNTY OF SUMMIT)

The foregoing instrument was acknowledged before me this 10th day of August, 1998, by Edward L. Grampp, Jr., Vice President, of American Skiing Company Resort Properties, Inc., a Maine corporation.



My Commission Expires:

Feb. 7, 2001

Carla Mitchell

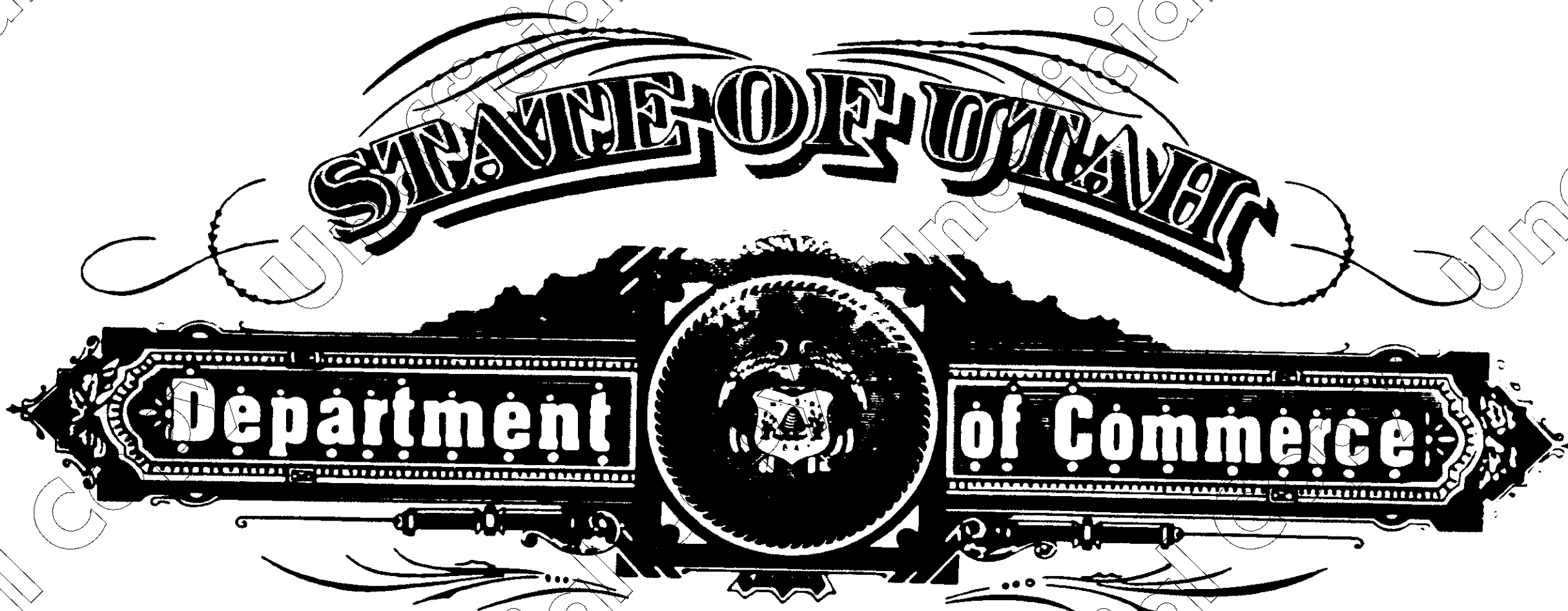
NOTARY PUBLIC

Residing at: Park City UT

00514657 BK01172 Pg00321

Exhibit A
to
Affidavit of Edward L. Grampp, Jr.

005 14657 BK01172 Pg00322



THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE HEREBY CERTIFIES THAT the attached is a true, correct, and complete copy of *THE CERTIFICATE OF AUTHORITY AND AMENDMENTS* of

AMERICAN SKIING COMPANY RESORT PROPERTIES, INC.

and the endorsements thereon, as the same is taken from and compared with the original filed in the office of the Division on *JANUARY 13, 1998*, and now remaining on file and of record therein.


AS APPEARS OF RECORD IN THE OFFICES OF THE DIVISION.

File Number: CO 207197

005 14657 BK01172 Pg00323



Dated this 4TH
of August 1998 day


Lorena P. Rifo
Division Director of
Corporations and Commercial Code



State of Utah

Application for CERTIFICATE OF AUTHORITY

Co# 207197

(exact corporate name)

FILING FEE: \$50.00/SEND COMPLETED FORMS IN DUPLICATE PROFIT



Must be typewritten:

- 1. A corporation of the state of Maine, incorporated 1st day of December, 1997.
2. The corporation's period of duration is Perpetual.
3. The address of the corporation's principal office is: Sunday River Access Road, Bethel, ME 04217

- 4. The registered agent in Utah is: CT Corporation System. The street address of the registered office in Utah is: 50 West Broadway, Salt Lake City, UT 84101

5. The business purposes to be pursued in Utah are: Real Estate Development

6. The corporation commenced or intends to commence business in Utah on: 12/24/97

7. The names and addresses of the corporation's directors and officers are:

Table with columns: Name, Address, City, State, Zip. Rows include Leslie B. Otten (Director, President), Blaise Carrig (Vice-President), Christopher E. Howard (Secretary), and Thomas M. Richardson (Treasurer).

8. A certification of Good Standing from the State of Incorporation dated no earlier than ninety (90) days prior to filing with this office is attached to this application.

9. The corporation shall use as its name in Utah Alpine Resort Properties, Inc.

(The corporation shall use its name as set forth at the top of this form unless this name is not available for use in Utah.)

Under penalties of perjury, I declare that this application for Certificate of Authority has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.

Edward Gwisclalla, Asst VP

The undersigned hereby accepts appointment as Registered Agent for the above named corporation. By: [Signature] Registered Agent

STATE OF UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE 160 East 300 South 2nd Pl. BOX 146705 Salt Lake City, UT 84114-6705

BY: [Signature] TITLE: Secretary 005 14 657 Bk01172 Pg00324 DATED: 12/5/97

State of Maine



Department of State

I, the Secretary of State of Maine, certify that according to the provisions of the Constitution and Laws of the State of Maine, the Department of the Secretary of State is the legal custodian of the Great Seal of the State of Maine which is hereunto affixed and of the records of organization, amendment, and dissolution of corporations and annual reports filed by the same.

I further certify that ALPINE RESORT PROPERTIES, INC. is a duly organized business corporation under the laws of the State of Maine and that the date of incorporation is 12/01/1997.

I further certify that said business corporation has filed annual reports due to this Department, and that no action is now pending by or on behalf of the State of Maine to forfeit the charter and that according to the records in the Department of the Secretary of State, said corporation is a legally existing business corporation in good standing under the laws of the State of Maine at the present time.

JAN 13 19:06

In testimony whereof, I have caused the Great Seal of the State of Maine to be hereunto affixed, given under my hand at Augusta, December 8, 1997.

A handwritten signature in black ink that reads 'Dan Gwadosky'.

DAN GWADOSKY
Secretary of State

005 14657 Bk01172 Pg00325

Authentication: 17432619





January 9, 1998

State of Utah
Division of Corporations and Commercial Code
160 East 300 South Box 146705
Salt Lake City, UT 84114-6705

Dear Sir or Madam:

Enclosed for filing, please find Alpine Resort Properties, Inc.'s Application for Certificate of Authority. Also enclosed is the appropriate filing fee.

In the event you have any questions, please contact me directly.

Very truly yours,


Jennifer S. G. Dionne

/jsgd
Enclosure

93 JAN 13 19:06

005 14657 Ek01172 Pg00326

Sunday River Road
P O Box 450
Bethel, Maine 04217
207.824.8100 tel
207.824.5110 fax



State of Utah

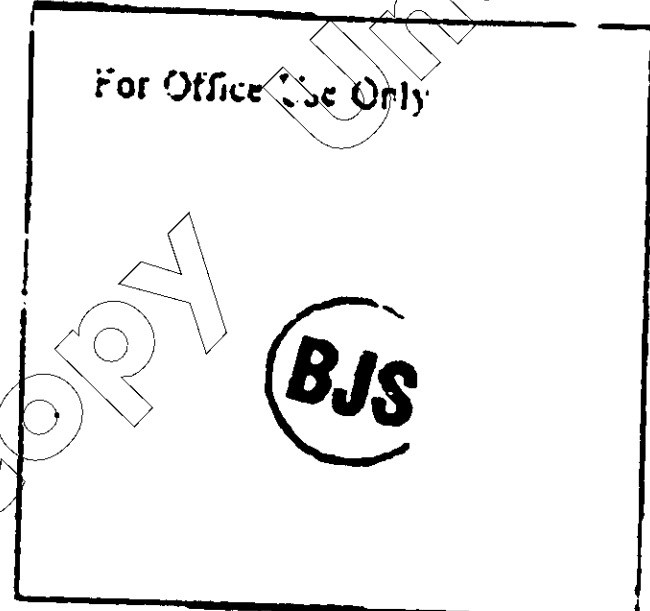
Application To Amend The
CERTIFICATE OF AUTHORITY OR
REGISTRATION OF

Co # 2071970002

Table with 2 columns: Check Appropriate Box, Fee. Rows include Foreign Profit Corporation (\$35.00), Foreign Non-Profit Corporation (\$35.00), Foreign Limited Partnership (\$25.00), Foreign Limited Liability Company (\$35.00).

98 APR 20 11:10

MUST BE TYPEWRITTEN



Alpine Resort Properties, Inc.

Business Entity Name

MAINE

Name of Home State

I. AMENDING THE BUSINESS NAME

The business name is changed to: American Skiing Company Resort Properties, Inc.
The corporation shall use as its name in Utah American Skiing Company Resort Properties, Inc.

(The corporation shall use its name as set forth on #1, unless this name is not available.)

NOTE: If the business name has changed its name in the home state, a copy of the Certificate of Amendment or a certified copy of the amendment must accompany this application.

Check the following:

[X] The name of the corporation is changing its name in Utah to the new name of the corporation in the home state.

[] The name of the corporation is being changed in Utah to comply with Utah State Insurance Regulations.

II. AMENDING THE DURATION OF THE BUSINESS EXISTENCE

The businesses period of duration is changed to: N/A

III. AMENDING THE STATE OR COUNTRY OF INCORPORATION/REGISTRATION

The corporation's state or country of incorporation/registration is changed to: N/A

IV Other: N/A

(Limited Partnerships changing General Partners, Limited Liability Companies changing Members or Managers, Change of statement who is managing, etc.)
(Use an attached sheet if needed.)

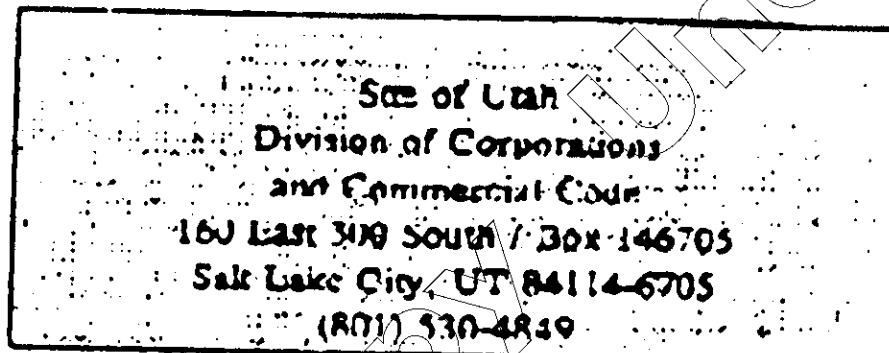
Under penalties of perjury, I declare this Application to Amend the Certificate of Authority or Registration to be, to the best of my knowledge and belief, true and correct.

00514657 BK01172 FG00327

Signature

Title

Date

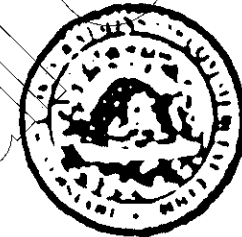


State of Utah
Department of Commerce
Division of Corporations and Commercial Code

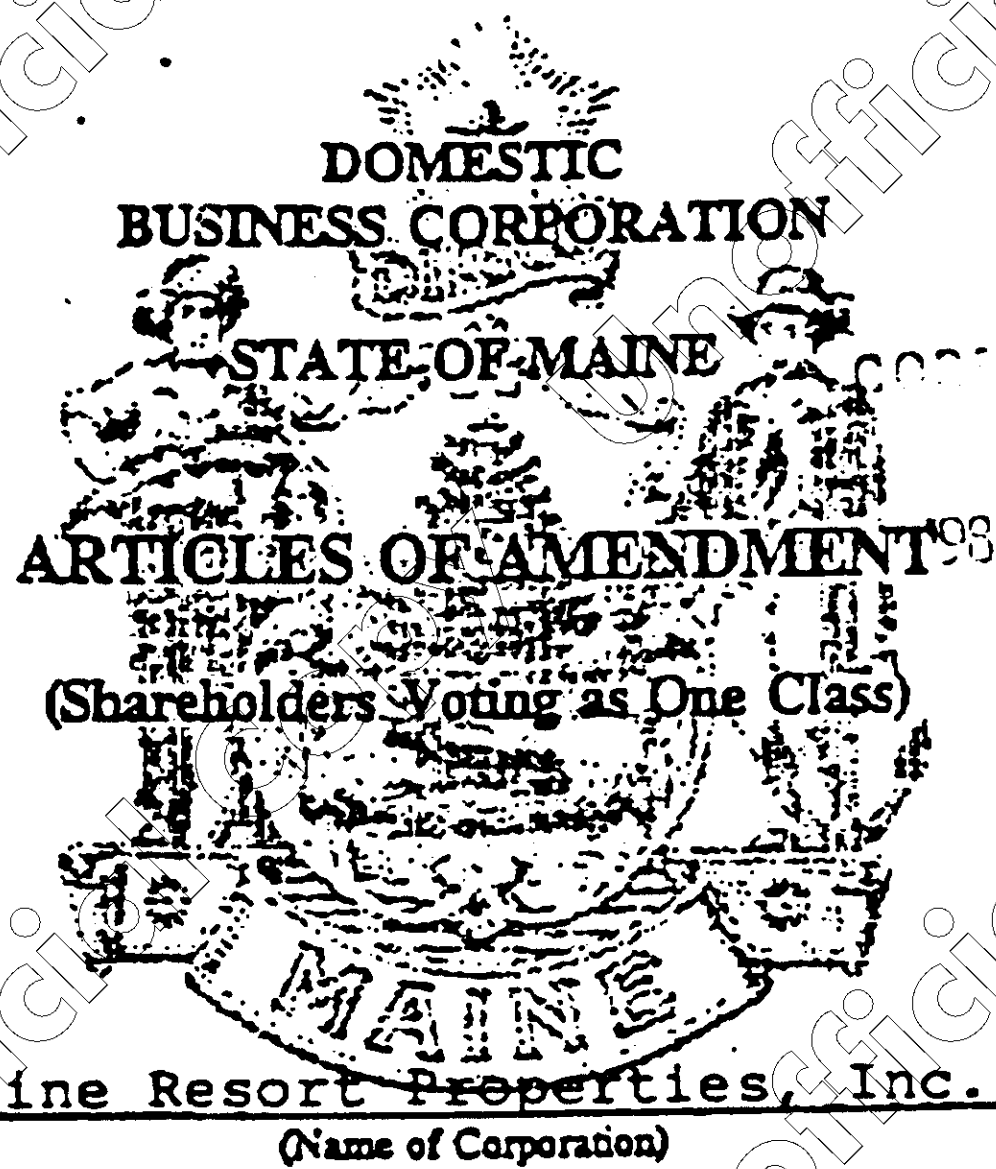
I hereby certify that the foregoing has been read and approved on the 20 day of APR 1998 in the office of this Division and hereby issue this Certificate thereof.

Examiner

Date 4/24/98



LORNA P. RIFFO
DIVISION DIRECTOR



Minimum Fee \$35 (See §1401 sub-§15)

File No. 19980976 D Pages 3 Fee Paid \$ 35.00 OCH 1980961600016 LNME FILED 04/01/1998 <i>Nancy B. Kelleher</i> Deputy Secretary of State	1198098/000/00/025.000
A True Copy When Attested By Signature <i>Nancy B. Kelleher</i> Deputy Secretary of State	

Pursuant to 13-A MRSA §§805 and 807, the undersigned corporation adopts these Articles of Amendment:

FIRST: All outstanding shares were entitled to vote on the following amendment as one class.

SECOND: The amendment set out in Exhibit A attached was adopted by the shareholders on (date) 3/11/98
 ("X" one box only)

at a meeting legally called and held OR by unanimous written consent

THIRD: Shares outstanding and entitled to vote and shares voted for and against said amendment were:

<u>Number of Shares Outstanding and Entitled to Vote</u>	<u>NUMBER Voted For</u>	<u>NUMBER Voted Against</u>
100	100	0

FOURTH: If such amendment provides for exchange, reclassification or cancellation of issued shares, the manner in which this shall be effected is contained in Exhibit B attached if it is not set forth in the amendment itself.

FIFTH: If the amendment changes the number or par values of authorized shares, the number of shares the corporation has authority to issue thereafter, is as follows:

<u>Class</u>	<u>Series (If Any)</u>	<u>Number of Shares</u>	<u>Par Value (If Any)</u>

005 14657 Ek01172 Pg00328

The aggregate par value of all such shares (of all classes and series) having par value is \$ _____

The total number of all such shares (of all classes and series) without par value is _____ shares

SIXTH: The address of the registered office of the corporation in the State of Maine is
Sunday River Access Rd., Bethel, ME 04217
(street, city, state and zip code)

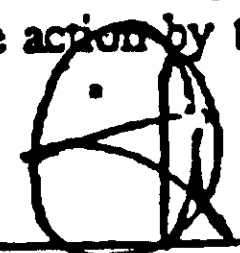
DATED 3/11/98

*By  (signature)

Christopher E. Howard, Clerk
(type or print name and capacity)

*By _____ (signature)

(type or print name and capacity)

**MUST BE COMPLETED FOR VOTE
OF SHAREHOLDERS**
I certify that I have custody of the minutes showing
the above action by the shareholders.

(signature of clerk, secretary or asst. secretary)

98 APR 20 AM 1:40
COPY FILED IN
SECRET

NOTE: This form should not be used if any class of shares is entitled to vote as a separate class for any of the reasons set out in §806, or because the articles so provide. For vote necessary for adoption see §805.

*This document **MUST** be signed by (1) the Clerk OR (2) the President or a vice-president *and* the Secretary or an assistant secretary, or such other officer as the bylaws may designate as a 2nd certifying officer OR (3) if there are no such officers, then a majority of the Directors or such directors as may be designated by a majority of directors then in office OR (4) if there are no such directors, then the Holders, or such of them as may be designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon OR (5) the Holders of all of the outstanding shares of the corporation.

SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101
TEL. (207) 287-4195

ALPINE RESORT PROPERTIES, INC.
Unanimous Consent of Sole Shareholders

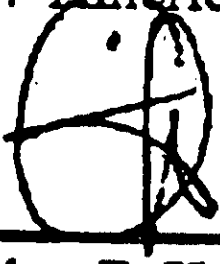
In pursuant to 13-A M.R.S.A. § 620(2), the undersigned being a senior vice president and authorized representative of the sole shareholder of this company hereby takes the following action by unanimous written consent without holding a meeting.

VOTED: To amend the Articles of Incorporation to change the name of the company from Alpine Resort Properties, Inc. to American Skiing Company Resort Properties, Inc.

This document shall be filed with the minutes of Shareholder's Meetings and become a part of the corporate records of this Corporation.

Dated: March 11, 1998

Shareholder: American Skiing Company

By: 

Christopher E. Howard
Senior Vice President

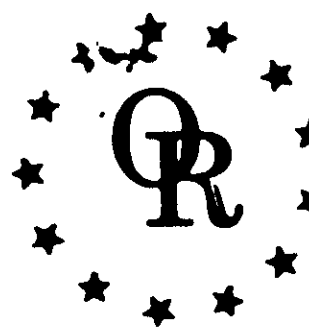
**Exhibit B
to
Affidavit of Edward L. Grampp, Jr.**

005 14657 Bx01172 Pg00331

PARCEL A-2:

LOTS 5, 6, 7, 8, 17, 18, 22, 23, 24, and the West Half of LOT 19, PARK CITY WEST, PLAT NO. 2,
according to the Official Plat thereof, on file and of record in the Office of the Summit County Recorder.

005 14657 Bk01172 Pg00332



OLD REPUBLIC
Title Company of Utah

ORT#97110361

WARRANTY DEED

Return To: _____

Grantee: P.O. BOX 450
BETHEL, MAINE 04217

WMR INVESTMENT COMPANY L.L.C.

of _____, County of _____, State of Utah hereby
grantor
CONVEY AND WARRANT to

ALPINE RESORT PROPERTIES, INC. a MAINE corporation and a subsidiary of
American Skiing Company

of _____, grantee
for the sum of _____
DOLLARS

Ten dollars and other good and valuable consideration

the following described tract of land in _____ County,
State of Utah: **SUMMIT**

See exhibit "A", attached hereto and by this reference made a part hereof.

00497090 Br01110 Pg00395-00396

ALAN SPRIGGS, SUMMIT COUNTY RECORDER
1998 JAN 15 16:24 PM FEE \$21.00 BY DMG
REQUEST: OLD REPUBLIC TITLE

Subject to current general taxes, easements, rights of way and
restrictions of record.

WITNESS, the hand of said grantor, this 15th day of
January, A.D. 1998

Signed in the Presence of

RAYMOND O. KLEIN, Manager

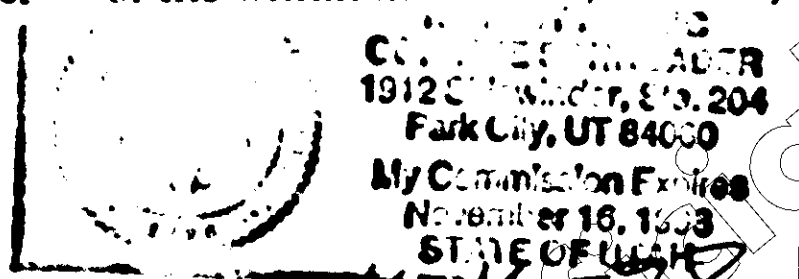
JOHN C. SHIRLEY, Manager

STATE OF UTAH,

County of Summit } ss.

On the 15th day of January, A.D. 1998,
personally appeared before me

RAYMOND O. KLEIN, Manager and JOHN C. SHIRLEY, Manager
the signer of the within instrument, who duly acknowledged to me that they executed the same.



My commission expires 11-16-98

Residing in Park City, Utah
Notary Public

RE: S 97110361 O
(FIRST AMENDED)

EXHIBIT "A"

Parcel A-2: Lots 5, 6, 7, 8, 17, 18, the West half of 19, 22, 23,
and 24 Park City West Plat No. 2, according to the Official Plat
thereof, as recorded in the office of the Summit County Recorder,
Summit County, Utah.

00497090 Bk01110 Pg00396