

## **ORGANIZATIONAL DOCUMENTS**

### **EXHIBIT VI. P.1**

#### **Certificates of Incorporation/Articles of Incorporation**

1. Genting Berhad
2. Genting Malaysia Berhad
3. Genting Worldwide Limited
4. Genting (USA) Limited
5. Genting East Coast USA Limited
6. Genting Americas Inc. (Formally known as Genting East Coast USA Inc.)

THE COMPANIES ACT, 1965

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COMPANY LIMITED BY SHARES

---

MEMORANDUM

AND

**NEW ARTICLES OF ASSOCIATION**

(Adopted by Special Resolution passed on 28th December 1984 and  
further amended by Special Resolutions passed on  
30th August 1989, 29th October 1990, 6th December 1995 and 26th June 2001)


OF

**GENTING BERHAD**

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Incorporated on the 30th day of July, 1968.

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LOH BEE LONG  
(MAICSA 7001361)  
Secretary

10 JUN 2014



PEJABAT PENDAFTAR SYARIKAT  
(Registry of Companies)  
MALAYSIA

(Courts 565)

FORM 13

COMPANIES ACT, 1965

[Section 21 (6)]

No. of company

284/68  
(Tempatan 7916)

CERTIFICATE OF INCORPORATION OF CHANGE OF NAME  
OF COMPANY

This is to certify that GENTING HIGHLANDS HOTEL BERHAD, which was, on the 30th day of July, 1968, incorporated under the Companies Act, 1965, did on the 9th day of June, 1978, change its name to GENTING BERHAD, and that the company is\* a company limited by shares.

This certificate is issued in substitution of the certificate of Change of Name dated 19th day of June, 1978.

Given under my hand and seal, at Kuala Lumpur  
this 29th day of February, 1988.

(MOKHTAR BIN MOHD. NOOR)  
Asst. Registrar of Companies  
Malaysia.

\* Insert type of company.

  
LOH BEE HONG  
(MAICSA 7001361)  
Secretary

10 JUN 2014



PEJABAT PENDAFTAR SYARIKAT  
(Registry of Companies)  
MALAYSIA

(Courts 569)

FORM 20

COMPANIES ACT, 1965

[Section 26 (3)]

No. of company


284/68

CERTIFICATE OF INCORPORATION ON CONVERSION TO A  
PUBLIC COMPANY

This is to certify that GENTING HIGHLANDS HOTEL (SENDIRIAN)  
BERHAD, which was on the 30th day of July, 1968,  
incorporated under the Companies Act, 1965, as a company limited  
by shares, did on the 24th day of July, 1970, resolve to  
convert to a public company, and that the name of the company now  
is GENTING HIGHLANDS HOTEL BERHAD.

This certificate is issued in substitution of the  
certificate of conversion to a public company dated  
6th day of October, 1970.

Given under my hand and seal, at Kuala Lumpur  
this 29th day of February, 1988.

  
(MOKHTAR BIN MOHD. NOOR)  
Asst. Registrar of Companies,  
Malaysia.

CERTIFIED TRUE COPY



LOH BEE HONG  
(MAICSA 7001361)  
Secretary

10 JUN 2014

FORM 9

COMPANIES ACT, 1965

[Section 16(4)]

Company No.

284/68.

**CERTIFICATION OF INCORPORATION OF PRIVATE COMPANY**

This is to certify that

**GENTING HIGHLANDS HOTEL (SENDIRIAN) BERHAD**

is, on and from the 30<sup>th</sup> day of July, 1968, incorporated under the Companies Act, 1965 and that the Company is a company limited by shares and that the Company is a private company.

Given under my hand and seal, at Kuala Lumpur this 30<sup>th</sup> day of July, 1968.

**S. SAMBASIVAM**

DEPUTY REGISTRAR OF  
COMPANIES MALAYSIA

  
LOH BEE HONG  
(MAICSA 7001361)  
Secretary  
10 JUN 2014

(Mahkamah 564)

BORANG 9  
ACT SHARIKAT, 1965  
[Sekshen 16 (4)]

No. Sharikat

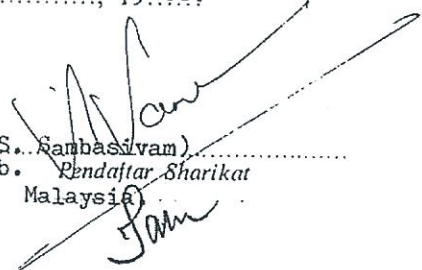
284/68.

**PERAKUAN PERBADANAN SHARIKAT SENDIRIAN**

Ini ada-lah memperakuī bahawa GENTING HIGHLANDS HOTEL (SENDIRIAN) BERHAD  
ada-lah di-perbadankan di-bawah Act Sharikat, 1965, pada dan mulai  
dari 30 haribulan Julai 1968, dan bahawa  
sharikat itu ia-lah sa-buah sharikat berhad menurut sher dan bahawa  
sharikat itu ia-lah sa-buah sharikat sendirian.

Di-buat di-bawah tandatangan dan meteri saya, di Kuala Lumpur  
pada 30 haribulan Julai 1968.



  
(S. Sambasivan)  
Timb. Pendaftar Sharikat  
Malaysia

- \* Masokkan sama sa-buah sharikat itu—  
(a) sa-buah sharikat berhad menurut sher;  
(b) sa-buah sharikat berhad menurut sher dan jaminan.

[Borang ini di-terjemahkan oleh Peguam Negara, Malaysia, menurut Pemberitahu Undangan No. 12 tahun 1964; PN 3630/5-xiii, R. of C. 31/67/39.]

THE COMPANIES ACT, 1965

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COMPANY LIMITED BY SHARES

---

MEMORANDUM

AND

**NEW ARTICLES OF ASSOCIATION**

(Adopted by Special Resolution passed on 30th September 1989 and further amended by Special Resolutions passed on 15th February 1996 and 26th June 2001)

OF

**GENTING MALAYSIA BERHAD**

(Company No. 58019-U)

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Incorporated on the 7th day of May, 1980.

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SURUHANJAYA SYARIKAT MALAYSIA  
COMPANIES COMMISSION OF MALAYSIA

  
LOH BEE HONG  
(MAICSA 7001361)  
Secretary

10 JUN 2014

FORM 13  
COMPANIES ACT 1965  
[Pursuant To Section 11( 2) (b)]

Company No.-MyCoID

58019	U
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**CERTIFICATION OF INCORPORATION ON CHANGE  
OF NAME OF COMPANY**

This is to certify that


**RESORTS WORLD BHD.**

which was, on the 07<sup>th</sup> day of May 1980, incorporated under the Companies Act 1965, as a public company, on the 18<sup>th</sup> day of June 2009 changed its name to

**GENTING MALAYSIA BERHAD**

and that the company is a public company and is a company limited by shares.

Given under my hand and seal, at Kuala Lumpur this 22<sup>nd</sup> day of March 2011.

  
SALMA HANUM BINTI IBRAHIM  
ASSISTANT REGISTRAR OF COMPANIES  
MALAYSIA



LOH BEE HONG  
(MAICSA 7001361)  
Secretary

10 JUN 2014

SURUHANJAYA SYARIKAT MALAYSIA  
COMPANIES COMMISSION OF MALAYSIA

Companies Act, 1965

**CERTIFICATE OF INCORPORATION ON CONVERSION TO A PUBLIC  
COMPANY**

[ Pursuant To Section 11(2)(b) ]

No. of Company :

58019	U
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This is to certify that

**RESORTS WORLD SDN. BHD.**

which was on the **07<sup>th</sup>** day of **May 1980**, incorporated under the Companies Act 1965 as a company limited by shares, did on the **14<sup>th</sup>** day of **July 1989**, resolve to convert to a public company, and that the name of the company now is :

**RESORTS WORLD BHD.**

Given under my hand and seal, at Kuala Lumpur  
this **31<sup>st</sup>** day of **October 2008**.

  
.....  
( **OSMALI BIN SUNOTO @ FAISAL** )  
Asst. Registrar Of Companies  
Malaysia



LOH BEE HONG  
(MAICSA 7001361)  
Secretary

10 JUN 2014



SURUHANJAYA SYARIKAT MALAYSIA  
COMPANIES COMMISSION OF MALAYSIA

Companies Act, 1965

**CERTIFICATE OF INCORPORATION OF PRIVATE COMPANY**

[ According To Section 11(2)(b) ]

No. of Company:

58019	U
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This is to certify that

**RESORTS WORLD SDN. BHD.**

is, on and from the **07<sup>th</sup>** day of **May 1980**, incorporated under the Companies Act 1965, and that the company is a company limited by shares and that the company is a private company.

Given under my hand and seal, at Kuala Lumpur  
this **31<sup>st</sup>** day of **October 2008**.



(OSMALI BIN SUNOTO @ FAISAL)  
Asst. Registrar Of Companies  
Malaysia

Registered No. 004955v

THE COMPANY ACT 2006

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ISLE OF MAN

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PRIVATE COMPANY

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## Memorandum

AND

## Articles of Association

OF

GENTING WORLDWIDE LIMITED (FORMERLY CALLED HIGH VALLEY LIMITED)  
(as amended by resolution dated 14<sup>th</sup> May, 2010, 20<sup>th</sup> September, 2010, 15<sup>th</sup> July, 2011 and 29<sup>th</sup>  
November, 2013)

---

Incorporated the 25<sup>th</sup> day of January, 2010

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FIRST NAMES (ISLE OF MAN) LIMITED  
International Corporate & Trust Services  
International House,  
Castle Hill, Victoria Road,  
Douglas, Isle of Man



Assistant Secretary  
LOH BEE HONG

10 JUN 2014



Isle of Man  
Government  
*Keelleya Ellan Vannin*

004955V

ISLE of MAN

COMPANIES ACT 2006

*Certificate of Change of Name*

Section 15(2)

THE REGISTRAR OF COMPANIES hereby certifies that the  
name of

HIGH VALLEY LIMITED

has been revoked and a new name assigned  
to it and that the company is now called

GENTING WORLDWIDE LIMITED

This 19th day of May 2010

Department of Economic Development  
Registrar of Companies

CERTIFIED TRUE COPY



Assistant Secretary

LOH BEE HONG

10 JUN 2014



004955V

ISLE of MAN

COMPANIES ACT 2006

Certificate of Incorporation

Section 3(1)c

THE REGISTRAR OF COMPANIES hereby certifies that

HIGH VALLEY LIMITED

is this day incorporated under the Companies Act 2006.

This 25th day of January 2010

Financial Supervision Commission  
Registrar of Companies

The Companies Registry is part of the Isle of Man Financial Supervision Commission. This certificate does not constitute a licence to conduct banking, investment, CSP, insurance or other business regulated by the Financial Supervision Commission or the Insurance and Pensions Authority.

Registered No. 003200V

THE COMPANIES ACT 2006

ISLE OF MAN

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

**GENTING (USA) LIMITED**

(Formerly Resorts World Concepts Limited,  
previously Genting Retail Concepts Limited and originally Ambani  
as amended by Resolution dated 20<sup>th</sup> September, 2010)

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Incorporated the 23<sup>rd</sup> day of September, 2008

---

**IFG INTERNATIONAL LIMITED**

International Corporate & Trust Services  
International House,  
Castle Hill, Victoria Road,  
Douglas,  
Isle of Man.



**Isle of Man**  
Government  
*Reillys Eilan Vennin*

CERTIFIED TRUE COPY

Assistant Secretary  
LOH BEE HONG

10 JUN 2014

003200V

**ISLE of MAN**

**COMPANIES ACT 2006**

***Certificate of Change of Name***

Section 15(2)

**THE REGISTRAR OF COMPANIES hereby certifies that the  
name of**

**RESORTS WORLD CONCEPTS LIMITED**

**has been revoked and a new name assigned  
to it and that the company is now called**

**GENTING (USA) LIMITED**

**This 21st day of May 2010**

**Department of Economic Development  
Registrar of Companies**



Assistant Secretary  
LOH BEE HONG



10 JUN 2014

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003200v

ISLE OF MAN

COMPANIES ACT 2006

Certificate of Change of Name

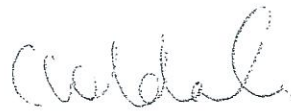
THE REGISTRAR OF COMPANIES hereby certifies  
that, pursuant to Section 14(3),

RESORTS WORLD RETAIL CONCEPTS LIMITED

has, with the approval of the Registrar of Companies,  
changed its name and is now called

RESORTS WORLD CONCEPTS LIMITED

This 15<sup>th</sup> day of January 2009



Clive Oldale  
for Registrar of Companies





Assistant Secretary  
LOH BEE HONG



14 JUN 2014

003200v

ISLE OF MAN

COMPANIES ACT 2006

Certificate of Change of Name

THE REGISTRAR OF COMPANIES hereby certifies  
that, pursuant to Section 14(3),

GENTING RETAIL CONCEPTS LIMITED

has, with the approval of the Registrar of Companies,  
changed its name and is now called

RESORTS WORLD RETAIL CONCEPTS LIMITED

This 9th day of December 2008



Clive Oldale  
for Registrar of Companies

CERTIFIED TRUE COPY



Assistant Secretary  
LOH BEE HONG

10 JUN 2008

003200v

ISLE OF MAN



COMPANIES ACT 2006

### Certificate of Change of Name

THE REGISTRAR OF COMPANIES hereby certifies  
that, pursuant to Section 14(3),

AMBANI LIMITED

has, with the approval of the Registrar of Companies,  
changed its name and is now called

GENTING RETAIL CONCEPTS LIMITED

This 9<sup>th</sup> day of October 2008



Clive Oldale  
for Registrar of Companies

IMCCN

CERTIFIED TRUE COPY



Assistant Secretary  
LOH BEE HONG

10 JUN 2014



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003200V

ISLE OF MAN

COMPANIES ACT 2006

**Certificate of Incorporation**  
Section 3(1)(c)

THE REGISTRAR OF COMPANIES hereby certifies that

**AMBANI LIMITED**

is this day incorporated under the Companies Act 2006.

This 23rd day of September 2008



Maralyn Brown  
for Registrar of Companies



Assistant Secretary

LOH BEE HONG

10 JUN 2014

THE COMPANIES ACT 2006  
ISLE OF MAN  
A COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION  
OF  
Resorts World Concepts Limited

1. The name of the Company is Resorts World Concepts Limited
2. The Company is a company limited by shares.
3. The address of the first registered office of the Company is International House, Castle Hill, Victoria Road, Douglas, Isle of Man IM2 4RB
4. The name of the first registered agent of the Company is IFG International Limited
5. The Company may amend the Memorandum or the Articles of Association by resolution of shareholders or by resolution of directors in accordance with Article 32 of the Articles of Association of the Company.

Registered No. 004954v

THE COMPANY ACT 2006

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ISLE OF MAN

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PRIVATE COMPANY

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## Memorandum

AND

## Articles of Association

OF

GENTING EAST COAST USA LIMITED (FORMERLY CALLED GILLION LIMITED)  
(as amended by resolution dated 16<sup>th</sup> June, 2010 and 18<sup>th</sup> June 2010 and 20<sup>th</sup> September, 2010)

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Incorporated the 25<sup>th</sup> day of January, 2010

---

IFG INTERNATIONAL LIMITED  
International Corporate & Trust Services  
International House,  
Castle Hill, Victoria Road,  
Douglas, Isle of Man



**Isle of Man**  
Government

*Reillys Eilan Vannin*

CERTIFIED TRUE COPY

Assistant Secretary  
LOH BEE HONG

10 JUN 2014

004954V

**ISLE of MAN**

**COMPANIES ACT 2006**

***Certificate of Change of Name***

Section 15(2)

**THE REGISTRAR OF COMPANIES hereby certifies that the  
name of**

GILLION LIMITED

**has been revoked and a new name assigned  
to it and that the company is now called**

GENTING EAST COAST USA LIMITED

This 16th day of June 2010

**Department of Economic Development  
Registrar of Companies**



Assistant Secretary  
LOH BEE HONG

10 JUN 2014



004954V

**ISLE of MAN**

**COMPANIES ACT 2006**

**Certificate of Incorporation**

Section 3(1)c

THE REGISTRAR OF COMPANIES hereby certifies that

**GILLION LIMITED**

is this day incorporated under the Companies Act 2006.

This 25th day of January 2010

**Financial Supervision Commission  
Registrar of Companies**

The Companies Registry is part of the Isle of Man Financial Supervision Commission. This certificate does not constitute a licence to conduct banking, investment, CSP, insurance or other business regulated by the Financial Supervision Commission or the Insurance and Pensions Authority.

CERTIFIED TRUE COPY



Assistant Secretary  
LOH BEE HONG

10 JUN 2014

THE COMPANIES ACT 2006  
ISLE OF MAN  
A COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION  
OF  
Genting East Coast USA Limited

1. 1. The name of the Company is Genting East Coast USA Limited
2. 2. The Company is a company limited by shares.
3. 3. The address of the first registered office of the Company is International House, Castle Hill, Victoria Road, Douglas, Isle of Man IM2 4RB
4. 4. The name of the first registered agent of the Company is IFG International Limited
5. 5. The Company may amend the Memorandum or the Articles of Association by resolution of shareholders or by resolution of directors in accordance with Article 32 of the Articles of Association of the Company.



# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "GENTING AMERICAS INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FIFTEENTH DAY OF JUNE, A.D. 2010, AT 8:23 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "GENTING EAST COAST USA INC." TO "GENTING AMERICAS INC.", FILED THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 2011, AT 6:56 O'CLOCK P.M.

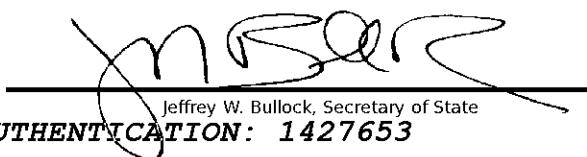
CERTIFICATE OF AMENDMENT, FILED THE EIGHTEENTH DAY OF NOVEMBER, A.D. 2011, AT 1:27 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "GENTING AMERICAS INC."

4836239 8100H

140799884



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1427653

DATE: 06-05-14

CERTIFICATE OF INCORPORATION  
OF  
GENTING EAST COAST USA INC.

THE UNDERSIGNED, Gillion Limited, an Isle of Man limited company, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: The name of the corporation is GENTING EAST COAST USA INC. (hereinafter, the "Corporation").

SECOND: The registered office of the Corporation is to be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, in the County of New Castle, in the State of Delaware. The name of its registered agent at that address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock the Corporation is authorized to issue is 1,000 shares of common stock and the par value of each of such shares is \$0.01.

FIFTH: The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Gillion Limited	24th Floor, Wisma Genting Jalan Sultan Ismail 50250 Kuala Lumpur Malaysia

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws. Election of directors need not be by ballot unless the by-laws so provide.

(2) The Board of Directors shall have powers without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the by-laws of the Corporation; to fix and vary the amount to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) In addition to the powers and authorities herein before or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and to any by-laws from time to time made by the stockholders; provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

SEVENTH: The Corporation shall, to the full extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

EIGHTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware, may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class

of stockholders, of the Corporation, as the case may be, and also on the Corporation.

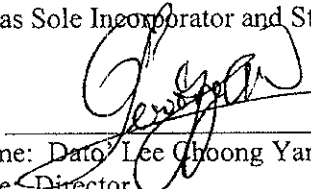
NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

TENTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended or supplemented.

ELEVENTH: Section 203 of the General Corporation Law of the State of Delaware shall not apply to the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 15th day of June, 2010.

By: Gillion Limited,  
as Sole Incorporator and Stockholder

By:   
Name: Dato Lee Choong Yan  
Title: Director

CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
GENTING EAST COAST USA INC.

\* \* \* \* \*

The undersigned, being an Authorized Person of Genting East Coast USA Inc., a Delaware corporation, duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), acting pursuant to the Written Consent of the Board of Directors of the Corporation, to be effective as of the date hereof (the "Consent"), without a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, and pursuant to Article III, Section 12 of the Company's by-laws, does hereby certify as follows:

FIRST: That the Certificate of Incorporation of the Corporation be, and hereby is, amended by deleting Article First in its entirety and substituting in lieu thereof a new Article First to read as follows:

"FIRST: The name of the corporation is Genting Americas Inc. (hereinafter, the "Corporation")."

SECOND: That the Board of Directors of the Corporation by unanimous written consent, pursuant to the Consent, in accordance with the provisions of Section 141(f) of the General Corporation Law of the State of Delaware, approved the foregoing amendment to the Certificate of Incorporation, declaring said amendment to be advisable.

THIRDS: That said amendment, pursuant to the Consent, was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**[NO FURTHER TEXT ON THIS PAGE; SIGNATURE PAGES FOLLOWS]**

IN WITNESS WHEREOF, the undersigned does hereby certify under penalties of perjury that this Certificate of Amendment to the Certificate of Incorporation of the Corporation, pursuant to the Consent, is the act and deed of the undersigned and the facts stated herein are true and accordingly has hereunto set their hands this 25th day of October, 2011.

/s/ Kevin C. Jones  
Name: Kevin C. Jones  
Title: Authorized Person

CERTIFICATE OF SECOND AMENDMENT

TO

CERTIFICATE OF INCORPORATION

OF

GENTING AMERICAS INC.

\* \* \* \* \*

The undersigned, being an Authorized Person of Genting Americas Inc. (f/k/a Genting East Coast USA Inc.), a Delaware corporation (the "Corporation"), duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware, acting pursuant to the Written Consent of the Board of Directors of the Corporation, to be effective as of the date hereof (the "Consent"), without a meeting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, and pursuant to Article III, Section 12 of the Company's by-laws, does hereby certify as follows:

FIRST: That the Certificate of Incorporation of the Corporation be, and hereby is, amended by deleting Article Fourth in its entirety and substituting in lieu thereof a new Article Fourth to read as follows:

"FOURTH: The total number of shares of stock the Corporation is authorized to issue is 1,703 shares of common stock and the par value of each of such shares is \$0.01."

SECOND: That the Board of Directors of the Corporation by unanimous written consent, pursuant to the Consent, in accordance with the provisions of Section 141(f) of the General Corporation Law of the State of Delaware, approved the foregoing amendment to the Certificate of Incorporation, declaring said amendment to be advisable.

THIRD: That said amendment, pursuant to the Consent, was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**[NO FURTHER TEXT ON THIS PAGE; SIGNATURE PAGE FOLLOWS]**

IN WITNESS WHEREOF, the undersigned does hereby certify under penalties of perjury that this Certificate of Amendment to the Certificate of Incorporation of the Corporation, pursuant to the Consent, is the act and deed of the undersigned and the facts stated herein are true and accordingly has hereunto set their hands this 18th day of November, 2011.

/s/ Joyce S. Kim  
Name: Joyce S. Kim  
Title: Authorized Person