

CERTIFICATE OF RESOLUTION
OF THE BOARD OF DIRECTORS

OF

LEISURE VALLEY, INC.

a Nevada Corporation

The undersigned certifies that the following Resolution was passed by the Board of Directors of LEISURE VALLEY, INC., a Nevada Corporation:

Authorization to Execute Documents to Implement the Terms of the Memorandum of Agreement Between Leisure Valley, Inc. and the Star Valley Ranch Association Dated December 24, 1996.

RESOLVED, that this Corporation, LEISURE VALLEY, INC., a Nevada Corporation (the "Corporation"), hereby authorizes HAROLD P. STEWART, President to execute all documents necessary or useful to implement the terms of the Memorandum of Agreement between the Corporation (Leisure Valley, Inc.) and the Star Valley Ranch Association, a Wyoming non-profit corporation, dated December 24, 1996, specifically including the Mutual Release, Final Settlement Agreement and all Transaction Documents listed in the Final Settlement Agreement.

Dated this 10th day of August, 1998.

LEISURE VALLEY, INC.,
a Nevada Corporation

By: Harold P. Stewart
HAROLD P. STEWART, President

ATTEST:

Bradley J. Stewart
BRADLEY J. STEWART, Secretary

RESOLUTION
OF
BOARD OF DIRECTORS
STAR VALLEY RANCH ASSOCIATION
August 10, 1998

BE IT HEREBY RESOLVED, the Board of Directors of the Star Valley Ranch Association, Inc. ("Association") hereby authorizes Franklin D. Radford, Chairman, and James Howard, Secretary, of the Board of Directors of the Association to execute all documents necessary or useful to implement the terms of the Memorandum of Agreement between Leisure Valley, Inc. and the Association dated December 24, 1997 specifically including the Mutual Release, Final Settlement Agreement and all transaction documents listed in the Final Settlement Agreement.

STAR VALLEY RANCH ASSOCIATION

By: Franklin D. Radford
Franklin D. Radford, Chairman and Director

By: Roger Cox
Roger Cox, Vice-Chairman and Director

By: James Howard
James Howard, Director and Secretary/Treasurer

By: Vince Zimmer
Vince Zimmer, Director

By: Harold Whitefoot
Harold Whitefoot, Director

By: Vern Bloxham
Vern Bloxham, Director

By: Fred E. Schneider
Fred E. Schneider, Director

CERTIFICATE OF RESOLUTION
OF
BOARD OF DIRECTORS
STAR VALLEY RANCH ASSOCIATION

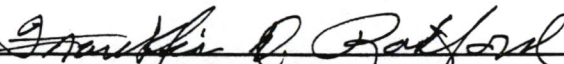
The undersigned certifies that the following resolution was passed by the Board of Directors of Star Valley Ranch Association:

BE IT HEREBY RESOLVED, the Board of Directors of the Star Valley Ranch Association, Inc. ("Association") hereby authorizes Franklin D. Radford, Chairman, and James Howard, Secretary, of the Board of Directors of the Association to execute all documents necessary or useful to implement the terms of the Memorandum of Agreement between Leisure Valley, Inc. and the Association dated December 24, 1997 specifically including the Mutual Release, Final Settlement Agreement and all transaction documents listed in the Final Settlement Agreement.

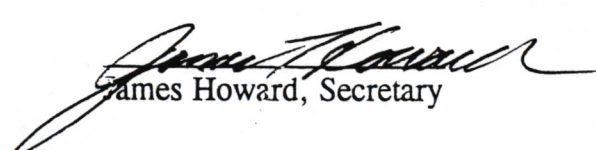
Dated this 10th day of August, 1998

STAR VALLEY RANCH ASSOCIATION

By


Franklin D. Radford, Chairman and Director

Attest:


James Howard, Secretary