

CERTIFICATE OF CANCELLATION FILED OF LIMITED PARTNERSHIP

(Instructions on back of application)

JUN 5 2 44 PM '98

SECRETARY OF STATE
STATE OF NEVADA



1. The name of the limited partnership is: WHP, L.P.
2. The date on which its certificate of limited partnership was filed with the Secretary of State: April 8, 1997
3. The limited partnership hereby cancels its certificate of limited partnership.
4. The effective date of cancellation, if other than the date of filing, is: May 22, 1998
5. The reason for the cancellation is: _____
(Leave blank if effective date is to be date of filing.)

To simplify the ownership structure of Belco Associates L.P., a Washington limited partnership, by dissolving WHP, L.P. and distributing WHP, L.P.'s interest in Belco Associates L.P. to its partners.

6. Other matters (optional):

7. Signatures of all general partners:

WHP, Inc., a Nevada corporation

By: _____

Jeffrey L. Eberle, Secretary

IDAHO SECRETARY OF STATE

Secretary of State use only

05/26/1998 09:00
CK: 20432 CT: 1626 BH: 113675

1 @ 30.00 = 30.00 CANCEL LP

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