

CERTIFICATE OF AMENDMENT NO. ONE TO
CERTIFICATE OF LIMITED PARTNERSHIP FOR
UNITED TELECOMMUNICATIONS, LTD.,
A LIMITED PARTNERSHIP

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The Certificate of Limited Partnership for United Telecommunications, Ltd., an Idaho limited partnership (the "Certificate") dated March 29, 1985, and approved, filed and admitted to the corporation records of the State of Idaho, on April 18, 1985, is hereby amended and supplemented under Idaho Code Sec. 53-209, as follows:

1. New Partners. Schedule "A" attached to and made a part of the Certificate by reference in paragraph 4 shall be and the same is hereby amended, and restated, as follows:

<u>GENERAL PARTNER</u>	<u>ADDRESS</u>	<u>AMOUNT OF CAPITAL CONTRIBUTION</u>
Thomas B. Peizer	Post Office Box 1335 Sun Valley, ID 83353	\$ 100.00
<u>LIMITED PARTNERS</u>		
Richard & Nancy Ambrosi	Post Office Box 2231 Ketchum, ID 83340	2,500.00
Nils Badenduck	Post Office Box 653 Sun Valley, ID 83353	5,000.00
Woodrow Bryant	Post Office Box 1167 Sun Valley, ID 83353	3,000.00
Charles H. & Barbara L. Corwin	Post Office Box 689 Ketchum, ID 83353	2,500.00
George Crandlemire	American Trust Company of Hawaii, Inc. 841 Bishop St. Suite 1203 Honolulu, HI 96813	5,000.00
William M. Custer	77 Starkey Avenue Columbus, OH 43209	5,000.00
Joseph Dolsot	Post Office Box 1187 Sun Valley, ID 83353	2,500.00
Douglas Fitch	First Trust Corp. TTEE 444 Sherman Street Denver, CO 80203	4,000.00

Lawson & Peebles	Post Office Box 297 Ketchum, ID 83340	2,500.00
Thomas & Lynn Leeming	Post Office Box 2776 Sun Valley, ID 83353	2,500.00
Don Leonard	Post Office Box 1092 Ketchum, ID 83340	5,000.00
J.M.M. Investments	3883 Washington Street San Francisco, CA 94118	5,000.00
Ryvers G. Reeder	Post Office Box 856 Sun Valley, ID 83353	2,500.00
Jeff Reynolds	Post Office Box 381 Ketchum, ID 83340	2,500.00
Terry W. Ring	Post Office Box 1096 Sun Valley, ID 83353	5,000.00
Wayne E. Roth	First Trust Corp. TTEE 444 Sherman Street Denver, CO 80203	2,500.00
Hayward Lamar Sawyer	First Trust Corp. TTEE 444 Sherman Street Denver, CO 80203	5,000.00
Edward R. Stanek & Susan Stanek-Winget	Star Route Hailey, ID 83333	2,500.00
John T. Steile III	First Trust Corp. TTEE 444 Sherman Street Denver, CO 80203	2,500.00
Gene & Sharon Steiner	Post Office Box 275 Ketchum, ID 83340	2,500.00
Steve Wingard	First Trust Corp. TTEE 444 Sherman Street Denver, CO 80203	2,500.00

IN WITNESS WHEREOF, this Certificate of Amendment No. One is executed on October 8, 1985, in accordance with Idaho Code Sec. 53-211.

GENERAL PARTNER:


Thomas B. Peizer

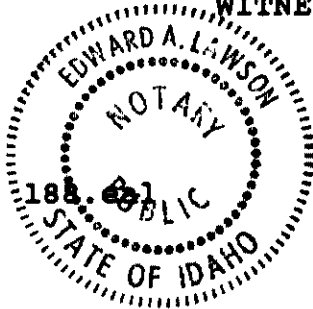
STATE OF IDAHO

COUNTY OF Blaine

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) ss.
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On this 8th day of October, 1985,
before me, the undersigned, a Notary Public in and for said
county and state, personally appeared Thomas B. Peizer,
known to me or identified to me to be the person whose name
is subscribed to the within instrument, and acknowledged to
me that he executed the same.

WITNESS my hand and official seal.



Edward A. Lawson
Notary Public for Idaho
Residing at Ketchikan

LIMITED PARTNERS:

Richard Ambrosi by Thom B Peizer Nancy Ambrosi by Thom B Peizer
Richard Ambrosi Nancy Ambrosi
By Thomas B. Peizer, his By Thomas B. Peizer, her
Attorney-in-Fact Attorney-in-Fact

Nils Badenduck by Thom B Peizer Woodrow Bryant by Thom B Peizer
Nils Badenduck Woodrow Bryant
By Thomas B. Peizer, his By Thomas B. Peizer, his
Attorney-in-Fact Attorney-in-Fact

Charles H. Corwin by Thom B Peizer Barbara L. Corwin by Thom B Peizer
Charles H. Corwin Barbara L. Corwin
By Thomas B. Peizer, his By Thomas B. Peizer, her
Attorney-in-Fact Attorney-in-Fact

George Crandemire by Thom B Peizer William M. Custer by Thom B Peizer
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By Thomas B. Peizer, his By Thomas B. Peizer, his
Attorney-in-Fact Attorney-in-Fact

Joseph Dolset by Thom B Peizer Douglas Fitch by Thom B Peizer
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Attorney-in-Fact Attorney-in-Fact

Lawson & Peebles by Thom B Peizer Thomas Leeming by Thom B Peizer
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By Thomas B. Peizer, its By Thomas B. Peizer, his
Attorney-in-Fact Attorney-in-Fact

Lynn Leeming by Thom B Peizer Don Leonard by Thom B Peizer
Lynn Leeming Don Leonard
By Thomas B. Peizer, her By Thomas B. Peizer, his
Attorney-in-Fact Attorney-in-Fact

J.M.M. Investments by Thom B Peizer Revers G. Reeder by Thom B Peizer
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John T. Steile III by Thom B. Peizer Gene Steiner by Thom B. Peizer
John T. Steile III By Thomas B. Peizer, his Attorney-in-Fact Gene Steiner By Thomas B. Peizer, his Attorney-in-Fact

Sharon Steiner by Thom B. Peizer Steve Wingard by Thom B. Peizer
Sharon Steiner By Thomas B. Peizer, her Attorney-in-Fact Steve Wingard By Thomas B. Peizer, his Attorney-in-Fact

STATE OF IDAHO)

COUNTY OF BLAINE)

ss.

I, the undersigned, a Notary Public in and for the State of Idaho, do hereby certify that on this 21st day of October, 1985, personally appeared before me THOMAS B. PEIZER, to me known to be the individual described in and who executed the within instrument as Attorney in Fact for Richard and Nancy Ambrosi, Nils Badenduck, Woodrow Bryant, Charles H. Corwin, Barbara L. Corwin, George Crandlemire, William M. Custer, Joseph Dolsot, Douglas Fitch, Lawson & Peebles, Thomas Leeming, Lynn Leeming, Don Leonard, J.M.M. Investments, Ryvers G. Reeder, Jeff Reynolds, Terry W. Ring, Wayne E. Roth, Hayward Lamar Sawyer, Edward R. Stanek, Susan Stanek-Winget, John T. Steile III, Gene Steiner, Sharon Steiner, Steve Wingard, principals, and acknowledged to me that he signed and sealed

the same as the free and voluntary act and deed of the said principals, for uses and purposes therein mentioned, and on oath stated that the Power of Attorney authorizing the execution of this instrument has not been revoked and that said principals are now living and are sane.

Given under my hand and official seal the day and year in this certificate first above written.


Notary Public for
Residing at Idaho
Booth

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