

CERTIFICATE OF AMENDMENT NO. ONE TO  
 CERTIFICATE OF LIMITED PARTNERSHIP FOR  
 UNITED TELECOMMUNICATIONS, LTD.,  
 A LIMITED PARTNERSHIP  
 8 54

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:

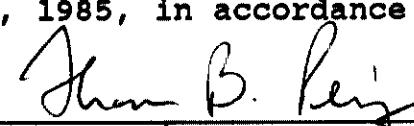
1. New Partners. Schedule "A" attached to and made a part of the Certificate by reference in paragraph 4 shall be and the same is hereby amended, and restated, as follows:

<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
<b><u>LIMITED PARTNERS</u></b>		
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. Steele 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

)  
ss.

COUNTY OF Blaine )

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 Ketchum

LIMITED PARTNERS:

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

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

Nils Baden by Thom B Peiz  
Nils Baden  
By Thomas B. Peizer, his  
Attorney-in-Fact

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

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

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

George Crandemire by Thom B Peiz  
George Crandemire  
By Thomas B. Peizer, his  
Attorney-in-Fact

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

Joseph Dolsot by Thom B Peiz  
Joseph Dolsot  
By Thomas B. Peizer, his  
Attorney-in-Fact

Douglas Fitch by Thom B Peiz  
Douglas Fitch  
By Thomas B. Peizer, his  
Attorney-in-Fact

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

Thomas Leeming by Thom B Peiz  
Thomas Leeming  
By Thomas B. Peizer, his  
Attorney-in-Fact

Lynn Leeming by Thom B Peiz  
Lynn Leeming  
By Thomas B. Peizer, her  
Attorney-in-Fact

Don Leonard by Thom B Peiz  
Don Leonard  
By Thomas B. Peizer, his  
Attorney-in-Fact

J. M. M. Investments by Thom B Peiz  
J. M. M. Investments  
By Thomas B. Peizer, its  
Attorney-in-Fact

Rivers G. Reeder by Thom B Peiz  
Rivers G. Reeder  
By Thomas B. Peizer, his  
Attorney-in-Fact

Jeff Reynolds by Thom B. Key Terry W. Ring by Thom B. Key  
Jeff Reynolds Terry W. Ring

Jeff Reynolds  
By Thomas B. Peizer, his  
Attorney-in-Fact

Terry W. Ring  
By Thomas B. Peizer, his  
Attorney-in-Fact

Wayne E. Roth  
By Thomas B. Peizer, his  
Attorney-in-Fact

Hayward Lamar Sawyer  
By Thomas B. Peizer, his  
Attorney-in-Fact

Edward R. Stanek  
By Thomas B. Peizer, his  
Attorney-in-Fact

Susan Stanek-Winget  
By Thomas B. Peizer, her  
Attorney-in-Fact

John T. Steele III  
By Thomas B. Peizer, his  
Attorney-in-Fact

Gene Steiner  
By Thomas B. Peizer, his  
Attorney-in-Fact

Sharon Steiner  
By Thomas B. Peizer, her  
Attorney-in-Fact

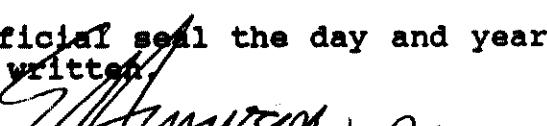
Steve Wingard  
By Thomas B. Peizer, his  
Attorney-in-Fact

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 Idaho  
Residing at Idaho

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