



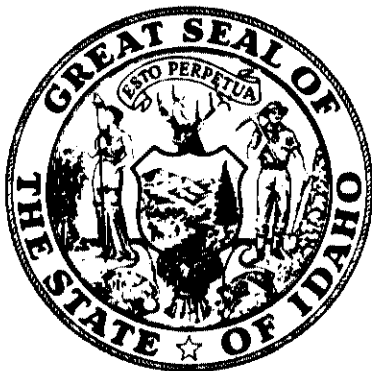
Department of State.

**CERTIFICATE OF REGISTRATION
OF
VANOFF ENTERPRISES, LTD., A CALIFORNIA LIMITED PARTNERSHIP**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of VANOFF ENTERPRISES, LTD., A CALIFORNIA LIMITED PARTNERSHIP for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to VANOFF ENTERPRISES, LTD., A CALIFORNIA LIMITED PARTNERSHIP to transact business in this State under the name VANOFF ENTERPRISES, LTD., A CALIFORNIA LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated **September 26, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

**APPLICATION FOR REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP**

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in your State and for that purpose submits the following statement:

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SEC. OF STATE
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1. The name of the limited partnership is Vanoff Enterprises, Ltd.,
a California Limited Partnership
2. The name which it shall use in Idaho is Vanoff Enterprises, Ltd.,
a California Limited Partnership
(Must include, without abbreviation, the words "Limited Partnership.")
3. It is organized under the laws of California
4. The date of its formation is January 19, 1989
5. The address of its registered or principal office in the state or country under the laws of which it is organized is c/o Surpin, Mayersohn & Edelstone, 1880 Century Park East,
Suite 618, Los Angeles, CA 90067
6. The name and street address of its proposed registered agent in Idaho are Nicholas E. Vanoff, Jr.,
146 Barlow Road, Sun Valley, Idaho 83353
7. The general character of the business it proposes to transact in Idaho is:
Real estate investments
8. The name and business address of each general partner and of each limited partner whose contribution is equal to or greater than five percent (5%) of the total contribution of all partners:

SECRETARY OF STATE
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Name	General or Limited	Address
<u>Nicholas E. Vanoff, Jr.</u>	<u>General</u>	<u>146 Barlow Road, Sun Valley, IDAHO 83353</u>
<u>Nick Vanoff</u>	<u>Limited</u>	<u>1438 No. Gower, Box 21, Los Angeles, CA 90028</u>
_____	_____	_____
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_____	_____	_____

(continued on reverse)

8. (Continued)

Name	General or Limited	Address
_____	_____	_____
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9. This Application is accompanied by a certificate certifying to the lawful existence of the limited partnership, executed by the proper officer of the state or country under the laws of which it is organized.

Dated 9/6, 19 89.

Nicholas E. Vanoff, Jr.

Nicholas E. Vanoff, Jr.

By _____

A General Partner

STATE OF Idaho)
COUNTY OF Blaine) ss:

I, Marla G Mink, a notary public, do hereby certify that on this 6th day of September, 19 89, personally appeared before me Nicholas E. Vanoff, Jr., who being by me first duly sworn, declared that (s)he is a general partner of Vanoff Enterprises, Ltd., a California Limited Partnership,

that (s)he signed the foregoing document as a general partner of the limited partnership and that the statements therein contained are true.

Marla G. Mink
Commission Expires - 12/1/94

State of California

OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF STATUS CALIFORNIA LIMITED PARTNERSHIP

I, MARCH FONG EU, *Secretary of State of the State of California*, hereby certify:

That on the 19th day of January, 1989,

VANOFF ENTERPRISES, LTD., A CALIFORNIA LIMITED PARTNERSHIP

became recognized under the laws of the State of California by filing its Certificate of Limited Partnership in this office; and

That no record exists in this office of a certificate of cancellation of said limited partnership nor of a court order declaring cancellation thereof; and

That according to the records of this office, the said limited partnership is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this limited partnership.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
22nd day of September, 1989

March Fong Eu

Secretary of State