

FIFTH AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

OF

APR 7 12 59 PM '89

SECRETARY OF STATE

DBSI/TRI VIII LIMITED PARTNERSHIP

STATE OF IDAHO)
) ss.
County of Ada)

The undersigned General Partner for themselves and as attorney-in-fact for the Limited Partners, desiring to amend the Certificate of Limited Partnership filed with the Idaho Secretary of State August 30, 1984 as Filing No. L00769 and all Amendments thereto (collectively the "Certificate") to acknowledge the removal of two Limited Partners and the transfer of their interests, hereby certify as follows:

1. Limited Partners Ira A. Neibaur and Albert M. Imamura have been removed from DBSI/TRI VIII Limited Partnership.
2. All the Limited Partnership interests of the above specified removed Limited Partners have been transferred to DBSI/TRI VIII Limited Partnership, effective as of July 30, 1988.

Dated, executed and sworn to this 16th day of March, 1989, Boise, Idaho.

DBSI Housing Inc.
(General Partner)


By: Douglas L. Swenson
President

Pursuant to the special power of attorney granted to the General Partners in Article XI of the Articles of Limited Partnership of DBSI/TRI VIII Limited Partnership, the General Partner DBSI Housing Inc., hereby executes this Certificate for and in behalf of the following Limited Partners: Burdett Bernhardt, John E. Bishop, Robert E. Bray, Colin R. Cannon, Dr. C. A. Christensen, Robert L. Copeland, Dr. Jerry B. Cramer, Samuel H. Crossland, Dr. Joseph Gordon Daines, Jr., Wayne Davis & T. G. Reynolds, Margaret A. Dennis, Fred Devan, Dr. Roy J. Ellsworth, Glen Fairbourn, Richard G. Fedrizzi, Marvin Flashner, Ronald I. Gustin, Warren H. Heimer, Hudson H. Henry, Albert M. Imamura, Thomas W. Jenkins, Dr. Paul Kaplan, Dr. Keith A. Kirkham - Trustee, Dr. Blaine E. Kozak, Rodger W. Lefler, Jerome B. Light, A. P. Lugowski, Donald E. Masterson, Jr., Stanley E. Martinson, R. Clair Miles, Mervin H. Miller, Ulrich P. Muhr, Dr. Stephen Nagy, Ira A. Neibaur, William R. O'Connell, Peterson Aviation Inc., John S. Ratliff, Robert Schlenzig, Dr. Ramon A. Sanchez, Jack O. Sipperley, John D. Stonebraker and Brian Webb.

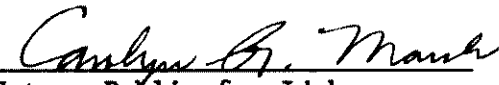
DBSI Housing Inc.


By: Douglas L. Swenson
President

STATE OF IDAHO)
) ss
County of Ada)

On this 16th day of March, 1989, before me, the undersigned, a Notary Public in and for said State, personally and individually appeared DOUGLAS L. SWENSON, known to me to be the PRESIDENT of DBSI HOUSING INC., and that he, as such officer, being authorized so to do, executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.


Notary Public for Idaho
Residence: Boise, Idaho
My commission expires: Feb. 1, 1994

STATE OF IDAHO)
) ss
County of Ada)

On this 16th day of March, 1989, before me, the undersigned, a Notary Public in and for said State, personally and individually appeared DOUGLAS L. SWENSON, known to me to be the PRESIDENT of DBSI HOUSING INC., and that he, as such officer, being authorized so to do, executed the foregoing instrument for and in behalf of all the limited partners by special power of attorney as a General Partner of DBSI/TRI VIII Limited Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.

Cathryn B. Manser
Notary Public for Idaho
Residence: Boise, Idaho
My commission expires: Feb. 1, 1994