

DAKOTA PARTNERS

Amended Restated Certificate of
Formation of Limited Partnership

SECRET

The restated certificate of formation of limited partnership of Dakota Partners (the "Partnership") heretofore filed in the Recorder's Office of Blaine County on December 5, 1983 which incorporated all amendments made to the original certificate of formation through October 1, 1983, and as further amended by filings in the Recorder's Office of Blaine County on April 10, 1984, February 4, 1985, March 12, 1985, April 11, 1985, June 25, 1985, October 22, 1985, February 7, 1986, February 27, 1986, May 14, 1986, December 18, 1986, February 4, 1987, March 25, 1987, April 27, 1987 and August 30, 1988 and in the Secretary of State's Office of the State of Idaho on April 16, 1984, February 4, 1985, March 11, 1985, April 11, 1985, June 25, 1985, October 28, 1985, February 10, 1986, February 27, 1986, May 14, 1986, December 18, 1986, March 26, 1987, April 27, 1987 and August 17, 1988 is hereby further amended so as to indicate that the following changes have occurred with respect to the Partnership:

1. The General Partner of the Partnership made the following cash withdrawals on the dates set forth below:

<u>Date</u>	<u>Withdrawal</u>
12/31/87	\$ 40,000
3/31/88	300,000

2. As of September 27, 1987, Merchant Sterling Corp. assigned its entire interest in the Partnership to Pamela C. Harriman, as Executor of the Estate of W. Averell Harriman. Pamela C. Harriman, as Executor of the Estate of W. Averell Harriman, whose address is 63 Wall Street, New York, New York 10005, was admitted as a limited partner of the Partnership.

3. As of December 26, 1987, Pamela C. Harriman as Executor of the Estate of W. Averell Harriman assigned its entire interest in the Partnership to Clark M. Clifford and Paul C. Warnke, as trustees of Trust under Article 8th u/w of W. Averell Harriman. Clark M. Clifford and Paul C. Warnke, as trustees under Trust under Article 8th u/w of W. Averell Harriman, whose address is 63 Wall Street, New York, New York 10005, was admitted as a limited partner of the Partnership.

4. As of December 31, 1987, the limited partnership interest designated as Cullen Partners changed its name and is now known as C.P. Investors. ✓

5. The following persons having the following addresses made the following cash contributions to the Partnership and were admitted as limited partners of the Partnership as of the dates set forth below:

<u>Name and Address</u>	<u>Date</u>	<u>Contribution</u>
Peter Kenner 418 West 25th Street New York, New York 10001	12/31/87	\$1,400,000 ✓

<u>Name and Address</u>	<u>Date</u>	<u>Contribution</u>
Clack & Co. East 325 Sprague Avenue Spokane, Washington 99202	4/1/88	\$1,000,000
John H. Hemmingway Sun Valley, Idaho 83353	4/1/88	750,000
Agressive Investment Co. 667 Madison Avenue New York, New York 10021	7/1/88	500,000
Alvin I. Brown 7900 Wisconsin Avenue Bethesda, Maryland 20814	7/1/88	500,000
William C. Oehmig, as Trustee of the William C. & Margaret Oehmig Trust 8 Greenway Plaza Houston, Texas 77046	7/1/88	2,500,000
John Bird Lloyd, Jr. 1515 Astor Street Chicago, Illinois 60610	9/1/88	1,000,000

6. The following persons withdrew as limited partners of the Partnership as of the dates set forth below:

<u>Name</u>	<u>Date</u>
Robert E. Smith and Jean H. Smith, as co-trustees of the Smith Revocable Trust u/a/d 1/23/81 f/b/o the descendants of Robert and Jean Smith	3/31/88
Stone/Shaw Investments	6/30/88
Robert Francis Shaw	6/30/88
Darlinda Trammell	12/31/87

7. The following limited partners of the Partnership made the following additional cash contributions to the Partnership as of the dates set forth below:

<u>Name</u>	<u>Date</u>	<u>Contribution</u>
Smith Brothers	1/4/88	\$880,000
FamVest	1/4/88	132,000
James Corroon	12/31/87	201,151
Idaho Forest Industries, Inc., Retirement Plan	11/1/87	500,000
Chatitobo Partners	10/30/87	100,000
John C. Williams	12/31/87	500,000
C.P. Investors	4/1/88	60,000
Jack Setzer	11/1/87	150,000
John H. Hemmingway	7/1/88	750,000

8. The following limited partners of the Partnership made the following cash withdrawals from the Partnership as of the dates set forth below:

<u>Name</u>	<u>Date</u>	<u>Withdrawal</u>
Dorothy M. Decker	6/30/88	\$ 10,000
Peter R. Decker	6/30/88	10,000
Richard Kreitler, as Custodian under the New Jersey Uniform Gift to Minors Act for Kent Rogers Kreitler	3/31/88	45,000

<u>Name</u>	<u>Date</u>	<u>Withdrawal</u>
Richard Kreitler, as Custodian under the New Jersey Uniform Gift to Minors Act for Kimberly Ross Kreitler	3/31/88	\$ 50,000
Carlton Groups, Inc.	6/30/88	1,000,000
Casser Partners	12/31/87 3/31/88	33,000 95,000
Clark M. Clifford and Paul C. Warnke, as trustees of Trust under Article 8th u/w of W. Averell Harriman	6/30/88	400,000
Chatitobo Partners	3/31/88	750,000
Taylor, Galbraith & Green	6/30/88	300,000
Verne H. Winchell, as Trustee of the Winchell Family Trust	12/31/87	3,250,000
Maureen C. Baker	12/31/87 3/31/88	18,000 15,000
Carlton Investment Group	3/31/88	200,000

IN WITNESS WHEREOF, the undersigned has executed this amended certificate individually and as attorney-in-fact for all the partners of the Partnership as of the 9 day of December, 1988.



Richard R. Kreitler

STATE OF IDAHO)
 : ss.:
COUNTY OF BLAINE)

On this the 9th day of December, 1988, before me personally appeared RICHARD R. KREITLER, as attorney-in-fact for the withdrawing partners and for all the other partners of DAKOTA PARTNERS, to me known, and known to me to be the individual described in and who executed the foregoing instrument and he duly acknowledged to me that he executed the same.

Tanya Smith
Notary Public

AFFIDAVIT OF ATTORNEY-IN-FACT
FOR EXECUTION OF AN AMENDED
CERTIFICATE OF FORMATION OF
LIMITED PARTNERSHIP

STATE OF IDAHO)
 : ss.:
COUNTY OF BLAINE)

RICHARD R. KREITLER, being duly sworn, deposes and says that he has been duly authorized by all of the partners of the Partnership to execute on their behalf an amended certificate of formation of limited partnership of the Partnership, that such authorizations are on file at the office of the Partnership at 620 Sun Valley Road, Ketchum, Idaho 83340, and that such authorizations were executed as of the dates indicated below:

<u>Name</u>	<u>Date</u>
Sun Valley Partners	10/1/81
S.M.S.A. Corporation	8/1/82
Dorothy M. Decker	10/1/82
Peter R. Decker	10/1/82
Richard Kreitler, as Custodian under the New Jersey Uniform Gift to Minors Act for Kent Rogers Kreitler	10/1/82
Richard Kreitler, as Custodian under the New Jersey Uniform Gift to Minors Act for Kimberly Ross Kreitler	10/1/82

<u>Name</u>	<u>Date</u>
* Robert E. Smith and Jean H. Smith, as co-trustees of the Smith Revocable Trust u/a/d/ 1/23/81 f/b/o the descendants of Robert and Jean Smith	10/1/82
Samuel S. Stayman, as agent for Majestic Group	10/1/82
Sport Optics	10/1/82
Smith Brothers	5/1/83
FamVest Limited	10/1/83
Maggie Eastwood	10/1/83
Casser Partners	10/1/83
Martha P. Merrill	2/1/84
James J. Todd	2/1/84
C. L. Page Enterprises, Inc.	10/1/84
Peter W. Henderson	10/1/84
Merrill Partners	10/1/84
Sir Richard Prince-Smith	10/27/84
Boulder Associates	10/27/84
John W. Pershing	3/1/85
Carlton Group, Inc.	3/1/85
James M. Corroon	3/30/85

* Withdrawn limited partner

<u>Name</u>	<u>Date</u>
M. Ralph Lowe, Inc. Profit Sharing Trust	3/30/85
* Merchant Sterling Corporation	3/30/85
Redwood Associates	3/30/85
Mary Ralph Lowe Yost, as Trustee of the Erma Lowe Trust f/b/o Carson Lee Randolph Yost	3/30/85
Mary Ralph Lowe Yost, as Trustee of the Erma Lowe Trust f/b/o Clayton Lowe Yost	3/30/85
Mary Ralph Lowe Yost, as Trustee of the Erma Lowe Trust f/b/o Samantha Adelaide Yost	3/30/85
James H. Herbert II	9/28/85
SECDEN	9/28/85
The Drake Family Partnership	9/28/85
Idaho Forest Industries, Inc., Retirement Plan	10/26/85
Chatitobo Partners	12/28/85
John C. Williams	4/26/86
Lowe Cattle Company	4/26/86
C.P. Investors	6/28/86
* Stone/Shaw Investments	6/28/86

* Withdrawn limited partner

<u>Name</u>	<u>Date</u>
* Robert Francis Shaw	6/28/86
Taylor, Galbraith & Green	9/27/86
Thomas N. Melin	12/27/86
* Darlinda Trammel	12/27/86
Jack C. Setzer	12/27/86
Verne H. Winchell, as Trustee of the Winchell Family Trust	12/27/86
The Robert Mayer Corporation	12/27/86
Maralo, Inc.	12/27/86
Maureen C. Baker	3/28/87
Erma Lowe	6/29/87
David Katz	9/24/87
* Pamela C. Harriman, as Executor of the Estate of W. Averell Harriman	9/27/87
Carlton Investment Group	9/28/87
Clark M. Clifford and Paul C. Warnke, as trustees of Trust under Article 8th u/w of W. Averell Harriman	12/26/87
Peter Kenner	12/31/87
Clagk & Co.	4/1/88
John H. Hemmingway	4/1/88
Aggressive Investment Co.	7/1/88
Alvin I. Brown	7/1/88

* Withdrawn limited partner

Name

William C. Oehmig, as Trustee of
the William C. and Margaret
Oehmig Trust

John Bird Lloyd, Jr.

Date

7/1/88

9/1/88


Richard R. Kreidler

Subscribed and sworn to
before me the 9 day
of December, 1988

Tamara Smith
Notary Public