

SECOND AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

OF

DBSI/TRI XXI LIMITED PARTNERSHIP

Mar 17 11 30 AM '89
SECRETARY OF STATE

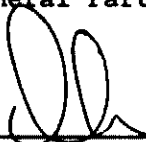
STATE OF IDAHO)
) ss.
County of Ada)

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 Secretary of State of the State of Idaho on May 4, 1987, as filing No. L01256 and all amendments thereto (collectively the "Certificate") to acknowledge the transfer of limited partnership interests pursuant to the laws of the State of Idaho, hereby sign and swear to the following:

1. Ownership of one unit limited partnership interest has been transferred from Margaret Benson Parker to the Margaret Benson Parker Trust.
2. Margaret Benson Parker has withdrawn as a limited partner.
3. The above specified transfer of interests is effective as of August 15, 1987.

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

DBSI Housing Inc.
(General Partner)



By: Douglas L. Swenson
President

Pursuant to the special power of attorney granted to the General Partner in Article XI of the Articles of Limited Partnership of DBSI/TRI XXI Limited Partnership, the General Partner DBSI Housing Inc., hereby executes this Certificate for and in behalf of the Limited Partners, including withdrawing limited partner Margaret Benson Parker, as follows: Margaret Benson Parker, Julian J. & Sharon L. Bertogliat, Lawrence L. & Carol R. Bjorlin, Jon R. & Rene S. Bose, William S. Bourquard, M.D., Michael A. Erickson, Dr. William & Nancy A. Goodman, Thomas Kent Guelzow, Charles M. Haagenson, Roger Haagenson, Robert H. & Beverly J. Hanson, James A. & Lorene A. Harder, Robert E., Jr. & Linda C. Ingalls, Robert E. Ingalls, Jr., Orville Dick Jensen, Jon R. Kattenhorn, James L. & Erika C. Kelly, Donald C. Kieffer, John B. Kinkead, Arthur W. Kootz, Frank J. & Edna Kozuch, Bobby A. & Kit E. Kunze, Richard L. Lucas, Exchange Bank of Schmidt & Koester TTEE Leo McAlister, Howard C. & Rosetta E. McIntosh, William C., Jr. & Jean M. McVaugh, Raymond V. Maisuk, Florence L. Marten, Sherry I. Nelson, Guardian FBO Telina Lois Nelson, Joseph P. & Marie C. Nunes, Harry A. & Betty Nusbaum, Cheryl M. Petersen, Dale & Harvey Pulkrabek Partnership, W. O. & Evelyn M. Randolph, Robert E. Ruddy, Richard A. & Beverly A. Sawilchik, James B. Terry, Donald A. Traxler, Gordon F. & Dorothy L. Willson, V. Gerald & Ann D. Woeste, and Margaret Benson Parker Trust.

DBSI Housing Inc.
(General Partner)




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 the above named corporation, and that he, as such officer, being authorized so to do, executed the foregoing instrument as a General Partner of DBSI/TRI XXI 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.



Notary Public for Idaho
Residence: Bine
My Commission Expires: Feb. 1, 1994

STATE OF IDAHO)
) ss.
County of Ada)

On this 16th day of March, 1989, before me, a
Notary public in and for said State, personally appeared DOUGLAS L. SWENSON,
known to me to be the President of the above named corporation, 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 XXI 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.

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