

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

HIGHWOOD VILLAGE LIMITED PARTNERSHIP

SECRETARY OF STATE

We, the undersigned, desiring to amend the Certificate of Limited Partnership of Highwood Village Limited Partnership #L00320 filed with the Secretary of State March 25, 1983 pursuant to the laws of the State of Idaho, certify as follows:

That there are twenty (20) limited partners being added to the limited partnership agreement; that they are entitled to all of the rights and obligated to all of the duties and liabilities of each and every provision contained in that certain Agreement of Limited Partnership of Highwood Village Limited Partnership entered into on the 13th day of December, 1982, by and between DBSI Inc., General Partner; Motel Management, Inc., General Partner and David L. Palfreyman, Limited Partner.

That there is one (1) limited partner being removed from the limited partnership agreement.

1. The name and place of residence or business of each General and Limited Partner in the Partnership and amount of cash or agreed value of any other property or services contributed are as follows:

<u>Name</u>	<u>Place of Residence or Business</u>	<u>Cash Contribution</u>
DBSI Inc. (General Partner)	5460 Franklin Rd., Ste. A Boise, Idaho 83705	0
Motel Management, Inc. (General Partner)	1210 Americana Blvd. Boise, Idaho 83706	0
Agnew, Franklin E. III (Limited Partner)	170 Forest Drive Pittsburgh, PA 15238	\$20,000
Benson, George T. (Limited Partner)	3226 Catalina Lane Boise, Idaho 83705	20,000
Call, Chester L. (Limited Partner)	3922 Mountain View Drive Boise, Idaho 83704	20,000
Corddry, Paul I. (Limited Partner)	1921 North 21st Street Boise, Idaho 83702	20,000
Cutler, Rachel M. (Limited Partner)	Box 66 Cambridge, Idaho 83610	20,000

Dasco Investors (Limited Partner)	10366 Barnsdale Boise, Idaho 83704	20,000
Dayton, Gene (Limited Partner)	8510 Brynwood Boise, Idaho 83704	20,000
Dayton, LaVona (Limited Partner)	8510 Brynwood Boise, Idaho 83704	10,000
Dayton, Lowell (Limited Partner)	690 E. 900 South Mapleton, Utah 84663	10,000
Gagliardi, Nicholas C. (Limited Partner)	2039 Pony Trail Drive Newton Square, PA 19073	40,000
Gagliardi, Ralph M. (Limited Partner)	1120 Chateau Drive West Chester, PA 19380	20,000
Kelly, Kent O. (Limited Partner)	1410 Highland View Drive Boise, Idaho 83702	10,000
Larsen, Paul B. (Limited Partner)	4848 Hillcrest Drive Boise, Idaho 83705	20,000
Magleby, Dan N. (Limited Partner)	3905 Mountain View Drive Boise, Idaho 83704	10,000
Mattioni, Faustino (Limited Partner)	Ste. 200, 300 Market St. E. Philadelphia, PA 19106	20,000
Palfreyman, Lorus M. (Limited Partner)	339 East 100 South Springville, Utah 84663	10,000
Sales, Raymond L. & Patricia J. (Limited Partner)	6622 Holiday Drive Boise, Idaho 83705	30,000
Schwandt, Randall L. (Limited Partner)	3829 N.W. 169th Ave. Beaverton, Oregon 97006	10,000
Snow, Anthony Chris (Limited Partner)	1017 E. 6th Ave. Circle Broomfield, Colorado 80020	10,000
Thompson, Victor M. (Limited Partner)	3200 Agate Ct. Boise, Idaho 83705	20,000

Of the above capital contributions, 33.4% were paid in cash upon entering the limited partnership. The remaining 66.6% will be paid in cash as follows: 33.3% on March 1, 1984 and 33.3% on March 1, 1985.

2. The name, place of residence or business and amount of cash contributed which is to be returned to the

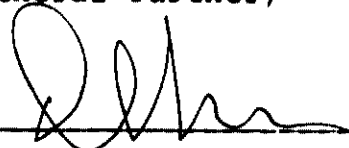
withdrawing limited partner are as follows: David L. Palfreyman, 5460 Franklin Road, Suite A, Boise, Idaho 83705, \$100 capital contribution to be returned.

3. The above limited partners were admitted to partnership on the 29th day of April, 1983.

That all other items set forth in the Certificate of Limited Partnership of Highwood Village Limited Partnership previously on file herein are the same and are hereby incorporated in this Amendment to Certificate of Limited Partnership of Highwood Village Limited Partnership.

Dated, executed and sworn to this 18th day of May, 1983, Boise, Idaho.

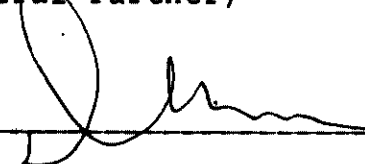
DBSI Inc.
(General Partner)



By: Douglas L. Swenson
President

Pursuant to the special power of attorney granted to the General Partners in Article XVIII of the Articles of Limited Partnership of Highwood Village Limited Partnership, the General Partner DBSI Inc., hereby executes this Certificate for and in behalf of the following Limited Partners: Franklin E. Agnew III, George T. Benson, Chester L. Call, Paul I. Corddry, Rachel M. Cutler, Dasco Investors, Gene Dayton, LaVona Dayton, Lowell Dayton, Nicholas C. Gagliardi, Ralph M. Gagliardi, Kent O. Kelly, Paul B. Larsen, Dan N. Magleby, Faustino Mattioni, Lorus M. Palfreyman, Raymond L. & Patricia J. Sales, Randall L. Schwandt, Anthony Chris Snow, Victor M. Thompson.

DBSI Inc.
(General Partner)



By: Douglas L. Swenson
President

STATE OF IDAHO)

) ss.

County of Ada)

On this 18th day of May, 1983, before me, a Notary Public in and for said State, personally appeared Douglas L. Jensen, known to me to be the President of the corporation that executed the within instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same.

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

Carolyn B. Marsh
Notary Public for Idaho
Residence: Boise, Idaho

STATE OF IDAHO)

) ss.

County of Ada)

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

Carolyn B. Marsh
Notary Public for Idaho
Residence: Boise, Idaho