

State of Idaho

Department of State

CERTIFICATE OF REGISTRATION

OF

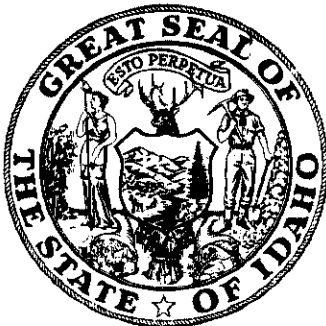
SISBRO PRIVATE EQUITY, L.P.

File Number L4022

I Pete T. Cenarrusa, Secretary of State of the State of Idaho, hereby certify that an Application for Registration, duly executed pursuant to the provisions of the Idaho Limited Partnership Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to transact business in this State and attach hereto a duplicate of the Application for Registration.

Dated: March 24, 1999



Pete T. Cenarrusa
SECRETARY OF STATE

By *Louisa Herold*

APPLICATION FOR REGISTRATION OF FOREIGN LIMITED PARTNERSHIP

FILED

(Instructions on back of application)

To the Secretary of State of Idaho:

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

1. The name of the limited partnership is Sisbro Private Equity, L.P.
2. The name which it shall use in Idaho is _____
3. It was organized under the laws of Delaware on March 10, 1999
(state of organization) (date)
4. The address of its registered or principal office in the state or country under the laws of which it is organized is 1013 Centre Road, Wilmington, DE 19805
5. The name and street address of its proposed registered agent in Idaho are _____
Corporation Service Company, 1401 Shoreline Drive, Boise, Idaho 83702
6. The address at which a list of the names, addresses and contributions of the limited partners is kept is 960 Broadway, Suite 115, Boise, ID 83706

(The limited partnership agrees to keep the list until its registration is cancelled or withdrawn.)

8. The name and business address of each general partner are:

Name	Address
<u>Sisbro Portfolio Consultants, LLC</u>	<u>960 Broadway, Suite 115</u>
_____	<u>Boise, ID 83706</u>
_____	_____
_____	_____
_____	_____

 Dated March 16, 19 99

SISBRO PORTFOLIO CONSULTANTS, LLC

By

Gaylon Ball
 Gaylon Ball, Manager

Secretary of State use only

IDAHO SECRETARY OF STATE

03/24/1999 09:00

CK: 7903 CT: 19577 BR: 200212

 1 @ 100.00 = 100.00 REG FOR LP # 8
 1 @ 20.00 = 20.00 EXPEDITE C # 9

L 4022

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SISBRO PRIVATE EQUITY, L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF MARCH, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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9639982
03-22-99

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: