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JAN - 4 1985

SECRET AMENDMENT NO. 1 TO
SECRET CERTIFICATE OF LIMITED PARTNERSHIP
OF
MAGIC VALLEY DEVELOPMENT COMPANY

H. Dixon Hindley, Clerk 3rd Dist. Court
By [Signature]
Deputy Clerk

PRICE DEVELOPMENT COMPANY, JPET II COMPANY, JOHN PRICE,
G. REX FRAZIER, MARTIN G. PETERSON, STEVEN P. BOGDEN,
WARREN P. KING, MICHAEL C. FREI AND CARL E. OLSON desiring to
form a limited partnership pursuant to the laws of the State
of Utah and to qualify said Partnership to transact business
in the State of Idaho in accordance with the laws of the
State of Idaho, certify as follows:

1. Name of Partnership. The name of the Partnership is
hereby amended to be MAGIC VALLEY MALL DEVELOPMENT COMPANY.

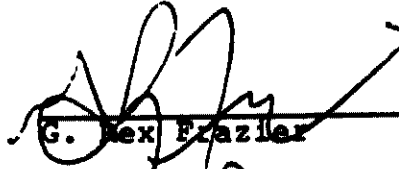
DATED this 22nd day of June, 1984.


PRICE DEVELOPMENT COMPANY

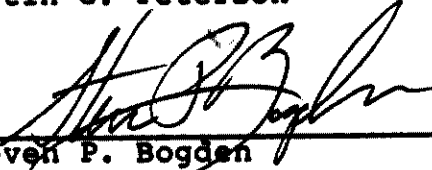
By [Signature]
John Price, President

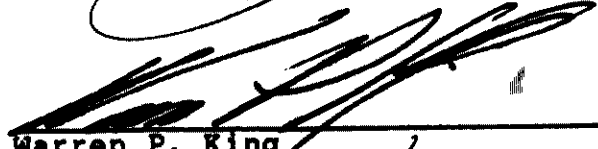
JPET II COMPANY

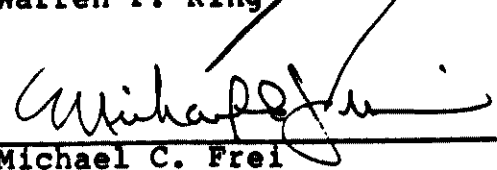
By [Signature]
John Price



G. Rex Frazier


Martin G. Peterson


Steven P. Bogden


Warren P. King


Michael C. Frei


Carl E. Olson

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

On the 22nd day of June, 1984, personally appeared before me John Price, who being duly sworn, did say that he is the President of Price Development Company, and that the above certificate was signed in behalf of said corporation by

authority of its Bylaws, and said John Price acknowledged to me that said corporation executed the same.

Cynthia L. L.
Notary Public
Residing at: Salt Lake City, Utah

My Commission Expires:

May 18, 1985

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

On the 22nd day of June, 1984, personally appeared before me Warren P. King, Trustee of JPET II Company, the signer of the above certificate, who duly acknowledged to me that he executed the same.

Cynthia L. L.
Notary Public
Residing at: Salt Lake City, Utah

My Commission Expires:

May 18, 1985

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

On the 22nd day of June, 1984, personally appeared before me John Price, G. Rex Frazier, Martin G. Peterson, Steven P.

Bogden, Warren P. King, Michael C. Frei, and Carl E. Olson,
who being by me duly sworn, did say that they are the signers
of the above certificate.

Carl E. Olson
Notary Public
Residing at: Salt Lake City, Utah

My Commission Expires:

May 15, 1915

STATE OF UTAH)
COUNTY OF SALT LAKE) ss
I, THE UNDERSIGNED, CLERK OF THE DISTRICT
COURT OF SALT LAKE COUNTY, UTAH, DO HEREBY
CERTIFY THAT THE ANNEXED AND FOREGOING IS
A TRUE AND FULL COPY OF AN ORIGINAL DOCU-
MENT ON FILE IN MY OFFICE AS SUCH CLERK.
WITNESS MY HAND AND SEAL OF SAID COURT
THIS 14th DAY OF Jan 19 15
H. DIXON HINDLEY, CLERK
BY Carl E. Olson DEPUTY