

SECOND AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

HIGHWOOD VILLAGE LIMITED PARTNERSHIP

RECEIVED
SEC. OF STATE

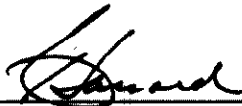
The undersigned General Partner for themselves and attorney-in-fact for the Limited Partners, desiring to further amend the Certificate of Limited Partnership of Highwood Village Limited Partnership #L00320 filed with the Secretary of State March 25, 1983, and all amendments thereto, (collectively the "Certificate") to acknowledge a change in ownership of limited partnership interests pursuant to the laws of the State of Idaho, certify as follows:

1. One limited partnership unit owned by the Estate of George T. Benson has been assigned in four equal portions by settlement of the Estate to the following: G. Taft Benson, IV, Mardi Benson Hill, Maureen Benson Clayton, and Brian Harris Benson.
2. George T. Benson has been removed as a Limited Partner.
3. G. Taft Benson, IV, Mardi Benson Hill, Maureen Benson Clayton and Brian Harris Benson have admitted as Limited Partners.
4. The names and addresses of the new Limited Partners in the Partnership and the amount of cash or agreed value of any other property are as follows:

<u>Name</u>	<u>Address</u>	<u>Contribution</u>
G. Taft Benson, IV	223 Sunrise Rim Road Nampa, Idaho 83651	\$5,000
Mardi Benson Hill	1035 East McMillan Meridian, Idaho 83642	\$5,000
Maureen Benson Clayton	4501 Orangewood Drive Bowie, Maryland 20715	\$5,000
Brian Harris Benson	983 East 350 South Orem, Utah 84058	\$5,000

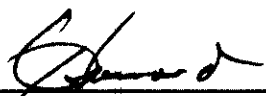
Dated, executed and sworn to this 21 day of December, 1990,
Boise, Idaho.

DBSI Inc.
(General Partner)


By: Charles E. Hassard
Vice President -
Partnership Operations

Pursuant to the Special Power of Attorney granted to the general partners pursuant to Article XVIII of the Articles of Limited Partnership of Highwood Village Limited Partnership, general partner DBSI Inc. hereby executes this certificate as attorney-in-fact for and in behalf of the limited partners, as follows: Frank E. Agnew, III, George T. Benson (Estate), Chester L. Call, Paul I. Corddry, Rachel M. Cutler, Dasco Investors, Lincoln Trust Company, TTEE 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, G. Taft Benson, IV, Mardi Benson Hill, Maureen Benson Clayton, and Brian Harris Benson.

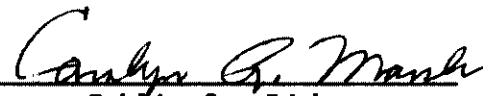
DBSI Inc., a general partner
as attorney-in-fact


By: Charles E. Hassard
Vice President -
Partnership Operations

STATE OF IDAHO)
) ss
County of Ada)

On this 21 day of December, 1990, before me, the undersigned, a Notary Public in and for said State, personally and individually appeared CHARLES E. HASSARD, known to me to be the VICE PRESIDENT - PARTNERSHIP OPERATIONS of DBSI Inc., and that he, as such officer, being authorized so to do, executed the foregoing instrument as a General Partner of Highwood Village 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
Residing at Boise
My Commission Expires Feb. 1, 1994

STATE OF IDAHO)
) ss
County of Ada)

On this 21 day of December, 1990, before me, the undersigned, a Notary Public in and for said State, personally and individually appeared CHARLES E. HASSARD, known to me to be the VICE PRESIDENT - PARTNERSHIP OPERATIONS of DBSI Inc., and that he, as such officer, being authorized so to do, executed the foregoing instrument as a General Partner of Highwood Village Limited Partnership by power of attorney for the limited partners.

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

Caryn R. Marsh
Notary Public for Idaho
Residing at Boise
My Commission Expires Feb. 1, 1994