

CERTIFICATE OF LIMITED PARTNERSHIP
OF
COUNTRY VIDEO, A LIMITED PARTNERSHIP

We, the undersigned, desiring to form a limited partnership pursuant to the "Idaho Limited Partnership Act" as set forth in Chapter 2 of Title 53 of the Idaho Code of the State of Idaho, do hereby certify:

1. The name and the firm under which the partnership is to be conducted is COUNTRY VIDEO, A LIMITED PARTNERSHIP.

2. The character of the business intended to be transacted by the partnership shall be the renting, leasing, or otherwise disbursing to the public video tapes and/or equipment.

3. The location of the principal place of business shall be at 220 North 7th East, St. Anthony, Fremont County, Idaho 83445.

4. The registered agent of the limited partnership shall be Michael J. Heiser, 220 North 7th East, St. Anthony, Fremont County, Idaho.

5. The name and place of residence of each general partner interested in the partnership is as follows:

Michael J. Heiser	220 North 7th East St. Anthony, Fremont County, Idaho
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The name and place of residence of each limited partner interested in the partnership are as follows:

Erma Potter	505 East 1st North St. Anthony, Fremont County, Idaho
Louise Maurel	505 East 1st North St. Anthony, Fremont County, Idaho

6. The partnership shall exist for an indefinite period of time commencing on September 20, 1982.

7. The amount of cash and a description and the agreed value of other property contributed by each partner is as follows:

Erma Potter	\$30,000.00 cash
Louise Maurel	\$30,000.00 cash
Michael J. Heiser	\$10,000.00

8. The limited partners may make such additional contributions to the capital of the partnership as may from time to time be agreed by all the partners.


9. The contribution of each limited partner shall be returned in equal monthly installments for a period of 60 months commencing December 1, 1982. Said payment shall include principal plus interest at the rate of 18% per annum.

10. The limited partner shall not share in the profits of the partnership other than the return of their contribution with interest as set forth in Paragraph 9 immediately above. Neither limited partner shall have the right to substitute an assignee as a limited partner in her place.

11. Unless otherwise agreed by all the partners, the partners do not have the right to admit additional limited partners.

12. Neither limited partner shall have the right to priority over other limited partners by way of repayment of the capital contribution or a share of the profits of the partnership.

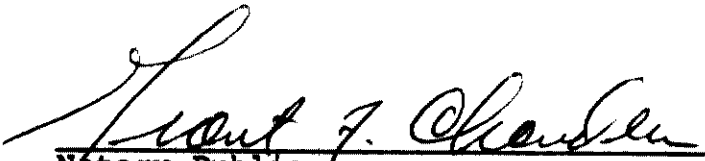
IN WITNESS WHEREOF, the undersigned have executed this Certificate in duplicate on the date affixed adjacent to their respective signatures.


MICHAEL J. HEISER
General Partner

9-13-82
Date

STATE OF IDAHO)
COUNTY OF ~~ADAMSON~~ ^{FRANK}) :SS

On this 13th day of September, in the year of 1982, before me, a Notary Public in and for said State, personally appeared MICHAEL J. HEISER, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.


Notary Public
Residing In: St Anthony
My Commission Expires: P.T.E.

Erma Potter

ERMA POTTER
Limited Partner

Date

STATE OF IDAHO)
COUNTY OF ^{Freemont} MADISON) :SS

On this 13th day of September, in the year of 1982,
before me, a Notary Public in and for said State, personally
appeared ERMA POTTER, known to me to be the person whose name is
subscribed to the within instrument, and acknowledged to me that
he executed the same.

Grant F. Chandler
Notary Public
Residing In: St. Anthony
My Commission Expires: Dec 2

Louise Maurel
LOUISE MAUREL
Limited Partner Date

STATE OF IDAHO)
COUNTY OF ^{Freemont} MADISON) :SS

On this 13th day of September, in the year of 1982,
before me, a Notary Public in and for said State, personally
appeared LOUISE MAUREL, known to me to be the person whose name
is subscribed to the within instrument, and acknowledged to me
that he executed the same.

Grant F. Chandler
Notary Public
Residing In: St. Anthony
My Commission Expires: Dec