

CERTIFICATE OF LIMITED PARTNERSHIP

OF

VILLA DEL RIO ASSOCIATES LIMITED PARTNERSHIP
An Idaho Limited Partnership

THE UNDERSIGNED desiring to form a limited partnership under the laws of the State of Idaho hereby execute and file the following Certificate of Limited Partnership:

1. The name of the limited partnership is VILLA DEL RIO ASSOCIATES LIMITED PARTNERSHIP (the "Partnership").
2. The general character of the Partnership's business is to purchase, sell, own, operate, lease, and otherwise deal in real property.
3. The name and address of its registered agent for service of process and office required to be maintained by Section 53-204, Idaho Code, is:

Joan Brawley
303 Shoshone Street
Twin Falls, Idaho 83301

3. The name and business address of each Partner, specifying separately the General Partner and the Limited Partners, is as follows:

General Partner:

Aurora Capital Corporation
2990 Center Green Court South
P.O. Box 13099
Boulder, Colorado 80308

Limited Partners:

Charles T. Travers, Trustee
296 Via La Paz
Greenbrae, California 94904

Cheryl A. Peperzak
7035 Rustic Trail
Boulder, Colorado 80301

5. The amount of cash and a description and statement of the agreed value of other property or labor or services contributed by each partner:

Aurora Capital Corporation	\$500.00 cash and services
Cheryl A. Peperzak	\$ 10.00
Charles T. Travers, Trustee	\$ 10.00

SECRETARY OF STATE
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6. The times at which, or events on the happening of which, any additional contributions are to be made by each Partner shall only occur upon the consent of a Partner making such additional contribution together with the consent of the General Partner.

7. A Limited Partner may grant the right to become a Limited Partner to an assignee of any part of his Partnership interest only upon the consent of the General Partner and by first providing an offer to purchase to each of the existing Partners.

8. A Partner has no right to terminate his membership in the Limited Partnership prior to the expiration of its term or upon termination due to such other events as are set forth in the Partnership Agreement. A Partner has no right to demand the return of his or her capital contribution.

9. A Partner has no right to demand distributions of property in kind or in cash from the Limited Partnership except upon the consent of the General Partner, or upon termination or dissolution of the Partnership.

10. A Partner has the right to receive distributions, and the General Partner may make distributions, upon termination or dissolution of the Partnership. There is no right of a Partner to receive a return of any and all of the Partner's capital contribution.

11. The Partnership shall terminate upon the happening of the following events:

(a) The bankruptcy, withdrawal, dissolution or termination of the General Partner;

(b) The disposition of all or substantially all assets of the Partnership;

(c) Any other event which under the laws of the State of Idaho causes the dissolution of a Limited Partnership except as otherwise provided in this Agreement;

(d) upon the election of the Limited Partners by a Limited Partner Consent and the consent of the General Partner; or

(e) upon expiration of the Partnership term.

12. The remaining General Partners, if any, or the Limited Partners, may continue the operations of the Partnership in the event of withdrawal of a General Partner pursuant to the terms of the Partnership Agreement.

13. Pursuant to the provisions of the Partnership Agreement, the Agreement and the Certificate of Limited Partnership may be signed in counterparts.

GENERAL PARTNER:

**AURORA CAPITAL CORPORATION, an
Idaho corporation**

Date: 12/27/88

By: *[Handwritten Signature]*
(Signature)

Its: *Pres. [Handwritten]*
2990 Center Green Court South
Boulder, Colorado 80301

STATE OF COLORADO)
) SS.
COUNTY OF BOULDER)

The foregoing instrument was acknowledged before me under oath on this 27 day of December, 1988 by John R. Bayler.

Witness my hand and seal.

My commission expires: 1/13/91

Business Address:
P.O. 13099
Boulder, CO
80308

Carol R. Croft
Notary Public

LIMITED PARTNERS' COUNTERPART SIGNATURE PAGE
FOR AMENDED AGREEMENT AND CERTIFICATE OF
LIMITED PARTNERSHIP
OF
VILLA DEL RIO ASSOCIATES LIMITED PARTNERSHIP

This Signature Page will be attached to and become a part of the Amended Partnership Agreement and the Certificate of Limited Partnership to be filed by the General Partner in the State of Idaho.

I understand that the signature(s) subscribed below will be attached to, and I agree to be bound by, the terms and provisions of the Amended Partnership Agreement and Certificate of Limited Partnership.

Cheryl A. Peperzak
7035 Rustic Trail
Boulder, Colorado 80301

STATE OF COLORADO)
) SS.
COUNTY OF BOULDER)

The foregoing instrument was acknowledged before me under oath on this _____ day of _____, 1988 by Cheryl A. Peperzak.

Witness my hand and seal.
My commission expires:
Business Address:

Notary Public

Charles T. Travers

Charles T. Travers, Trustee
296 Via La Paz
Greenbrae, California 94904

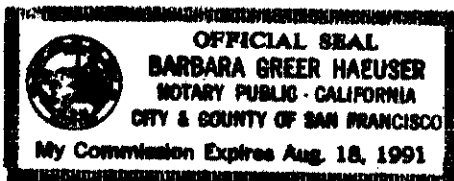
STATE OF CALIFORNIA)
) SS.
COUNTY OF MARIN)

The foregoing instrument was acknowledged before me under oath on this 25th day of November, 1988 by Charles T. Travers.

Witness my hand and seal.
My commission expires: August 18, 1991
Business Address:
230 Bon Air Center
Greenbrae, Ca. 94904

Barbara Greer Haeuser

Notary Public



LIMITED PARTNERS' COUNTERPART SIGNATURE PAGE
FOR AMENDED AGREEMENT AND CERTIFICATE OF
LIMITED PARTNERSHIP
OF
VILLA DEL RIO ASSOCIATES LIMITED PARTNERSHIP

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I understand that the signature(s) subscribed below will be attached to, and I agree to be bound by, the terms and provisions of the Amended Partnership Agreement and Certificate of Limited Partnership.

Cheryl A. Peperzak
Cheryl A. Peperzak
7035 Rustic Trail
Boulder, Colorado 80301

STATE OF COLORADO)
) SS.
COUNTY OF BOULDER)

The foregoing instrument was acknowledged before me under oath on this 30th day of November, 1988 by Cheryl A. Peperzak.

Witness my hand and seal.
My commission expires: 9/3/90
Business Address:
2990 Center Green Ct. So.
Boulder, CO 80301

Ellen Mavis
Notary Public

Charles T. Travers, Trustee
296 Via La Paz
Greenbrae, California 94904

STATE OF CALIFORNIA)
) SS.
COUNTY OF)

The foregoing instrument was acknowledged before me under oath on this _____ day of _____, 1988 by Charles T. Travers.

Witness my hand and seal.
My commission expires:
Business Address:

Notary Public