

SEP 30 8 51 '85
S. W. M.
SECRETARY OF STATE

HARBORVIEW ASSOCIATES

An Idaho Limited Partnership

AMENDED AND RESTATED CERTIFICATE

AND AGREEMENT OF LIMITED PARTNERSHIP

This Amended and Restated Certificate and Agreement of Limited Partnership is prepared and recorded pursuant to the requirements of the Uniform Limited Partnership Act of the State of Idaho and to reflect the Limited Partnership Agreement.

NOTICE

The information contained in this Certificate is that which is required by statute. Persons intending to rely upon the information contained in this Amended and Restated Certificate and Agreement of Limited Partnership are advised that certain terms hereof may be conditioned or modified under the terms of the Restated Limited Partnership Agreement, dated on or about November 3, 1982 (the "Agreement"), which is by this reference incorporated herein. To the extent that those conditions or modifications apply, liability of the partnership or any of the partners may only be predicated upon the terms of the Agreement as it may be amended from time to time, and which may be obtained by qualified persons at the office of the Partnership.

AMENDMENT

Paragraph 4 of the partnership's original Certificate of Limited Partnership as filed with the Idaho Department of State on January 7, 1983 (the "Certificate") is hereby deleted, and the following is substituted in its place:

"4. Names, Residences, and Contributions of Partners

The names, addresses, and capital contributions of the General Partners are as follows:

BLAIR REILEY	191 River Street Ketchum, Idaho 83340	\$25.00
R. S. PALMER	191 River Street Ketchum, Idaho 83340	\$25.00
LOUIS BUCHSIEB Effective January 1, 1985	HRC Box 440 Chelan, Washington	(i) One-half interest in parcel of land described in Exhibit "1" hereto, valued by the Partnership at \$67,000; and (ii) \$19,000, comprised of (a) the return of option monies previously paid, in the amount of \$6,500, and (b) contribution to the FmHA 2% Reserve Account, in the amount of \$12,500.

The names, addresses, and contributions of the Limited Partners are as follows:

BLAIR REILEY	191 River Street Ketchum, Idaho 83340	\$25.00
R. S. PALMER	191 River Street Ketchum, Idaho 83340	\$25.00
LOUIS BUCHSIEB	HRC Box 440 Chelan, Washington	\$ 1.00

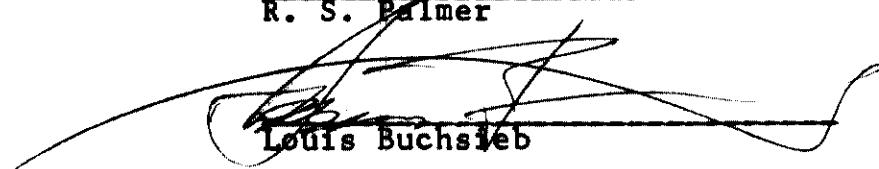
The allocations and distributions among the General Partners as a class will be determined by separate agreement, including the Agreement and that certain Side Agreement between the General Partners of Harborview Associates, dated October 1, 1982, as they may be amended from time to time. To the extent the provisions herein are inconsistent with those of the Agreement, the provisions herein shall override and take precedence over those of the Agreement."

Except as modified herein, the Certificate and the Agreement are hereby restated as if set out here in full.

DATED as of this 1st day of January, 1985.

Blair Reiley

R. S. Palmer


Louis Buchsleb

STATE OF _____ } ss.
County of _____ }

On _____, 1985, before me, the undersigned, a Notary Public in and for said state, personally appeared Blair Reiley, known to me to be the person who executed the within instrument as both General Partner and Limited Partner, and acknowledged to me that he executed the same.

Subscribed and sworn to on _____, 1985.

WITNESS my hand and official seal:

Notary Public for _____
My commission expires: _____

STATE OF _____ } ss.
County of _____ }

On _____, 1985, before me, the undersigned, a Notary Public in and for said state, personally appeared R. S. Palmer, known to me to be the person who executed the within

instrument as both General Partner and Limited Partner, and acknowledged to me that he executed the same.

Subscribed and sworn to on _____, 1985.

WITNESS my hand and official seal:

Notary Public for _____
My commission expires: _____

STATE OF Washington } ss.
County of Chelan }

On September 3, 1985, before me, the undersigned, a Notary Public in and for said state, personally appeared Louis Buchsieb, known to me to be the person who executed the within instrument as both General Partner and Limited Partner, and acknowledged to me that he executed the same.

Subscribed and sworn to on September 3, 1985.

WITNESS my hand and official seal:

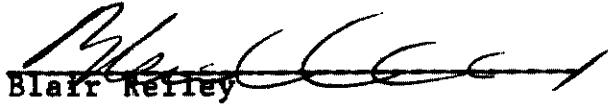
Lae Dean Shaffey
Notary Public for Chelan
My commission expires: 9/9/82

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File: 5058-001

Except as modified herein, the Certificate and the Agreement are hereby restated as if set out here in full.

DATED as of this 1st day of January, 1985.


Blair Reiley


R. S. Palmer

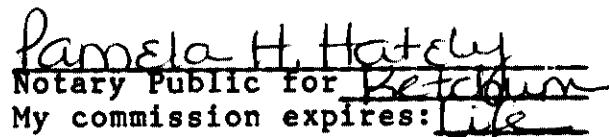
Louis Buchsieb

STATE OF Idaho } ss.
County of Blaine)

On September 9, 1985, before me, the undersigned, a Notary Public in and for said state, personally appeared Blair Reiley, known to me to be the person who executed the within instrument as both General Partner and Limited Partner, and acknowledged to me that he executed the same.

Subscribed and sworn to on September 9, 1985.

WITNESS my hand and official seal:


Pamela H. Hatchly
Notary Public for Betckum
My commission expires: Life

STATE OF Idaho } ss.
County of Blaine)

On September 9, 1985, before me, the undersigned, a Notary Public in and for said state, personally appeared R. S. Palmer, known to me to be the person who executed the within

instrument as both General Partner and Limited Partner, and acknowledged to me that he executed the same.

Subscribed and sworn to on September 9, 1985.

WITNESS my hand and official seal:

Pamela H. Hately
Notary Public for Bethelum
My commission expires: life

STATE OF _____ } ss.
County of _____ }

On _____, 1985, before me, the undersigned, a Notary Public in and for said state, personally appeared Louis Buchsieb, known to me to be the person who executed the within instrument as both General Partner and Limited Partner, and acknowledged to me that he executed the same.

Subscribed and sworn to on _____, 1985.

WITNESS my hand and official seal:

Notary Public for _____
My commission expires: _____

RGB/MAG/djr
RGB-26/17

File: 5058-001