

Department of State.

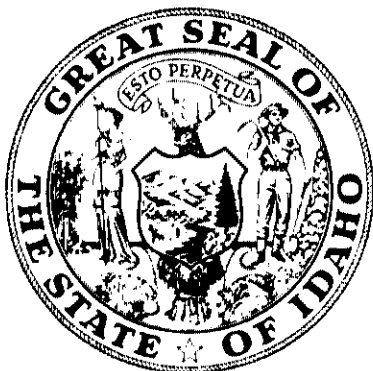
**CERTIFICATE OF REGISTRATION
OF**

H-S COMPANY, A CALIFORNIA LIMITED PARTNERSHIP

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of H-S COMPANY for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to H-S COMPANY to transact business in this State under the name H-S COMPANY, A CALIFORNIA LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated **February 11, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

**APPLICATION FOR REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP**

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in your State, and for that purpose submits the following statement:

1. The name of the limited partnership is H-S Company
2. The name which it shall use in Idaho is H-S Company, a California Limited Partnership
3. It is organized under the laws of the State of California
4. The date of its formation is January 10, 1980
5. The address of its registered or principal office in the state or country under the laws of which it is organized is George S. Sarlo, H-S Company, 303 Sacramento St., Ste. 400
San Francisco, California 94111
6. The name and street address of its proposed registered agent in Idaho are Mr. Robert Williams,
Attorney at Law, P.O. Box 168, Jerome, Idaho 83338
7. The general character of the business it proposes to transact in Idaho is:
Leasing of refrigeration equipment
8. The names and business addresses of its partners are (must be completed only if not included in the certificate of limited partnership):

| Name | General or Limited | Address |
|-------------------------|------------------------|---|
| <u>George S. Sarlo</u> | <u>General Partner</u> | <u>303 Sacramento Street, Suite 400</u> <u>San Francisco, California 94111</u> |
| <u>Edward Heitzman</u> | <u>Limited Partner</u> | <u>P.O. Box 197</u> <u>Jerome, Idaho 83308</u> |
| <u>Joseph Schwartz</u> | <u>Limited Partner</u> | <u>847 Stanford Street</u> <u>Santa Monica, California 90403</u> |
| <u>Michael Heitzman</u> | <u>Limited Partner</u> | <u>P.O. Box 197</u> <u>Jerome, Idaho 83308</u> |
| | | |
| | | |

(continued on reverse)

8. (Continued)

| Name | General or Limited | Address |
|------|--------------------|---------|
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9. This Application is accompanied by a copy of the certificate of limited partnership and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is organized.

Dated February 6, 19 85.

By George S. Sarlo

A General Partner

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) ss:

I, Ellin Anderson Purdom, a notary public, do hereby certify that on this
6th day of February, 19 85, personally appeared
before me George S. Sarlo, who being by me first duly sworn,
declared that he is a general partner of H-S COMPANY

that he signed the foregoing document as a general partner of the limited partnership and that the statements therein contained are true.



Ellin Anderson Purdom
Notary Public

CERTIFIED COPY

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RECORDED AT REQUEST OF

ATTORNEY

1990 JAN 10 AM 10 04

SAN FRANCISCO, CALIF

RECORDED AT REQUEST OF

C064163

7/2/84

When filed, please return to:
DAVID H. SMITH, ESQ.
EHRlich AND SPARKS
2400 Russ Eldg., S.F., CA 94104

CERTIFICATE OF LIMITED PARTNERSHIP

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We, the undersigned, desiring to form a partnership pursuant to the Uniform Limited Partnership Act as enacted in California, certify that:

1. The name of the Partnership is H-S COMPANY.
2. The purpose of the Partnership is to engage in the general business of buying, selling, leasing and renting industrial equipment of all types and to do all things related to, incidental to or in furtherance of that business.
3. The principal place of business of the Partnership is located at Suite 400, 303 Sacramento Street, San Francisco, California.
4. The name and place of residence of each General Partner is: George S. Sarlo, 2729 Pacific, San Francisco, California.

The name and place of residence of each Limited Partner is:

| <u>Name</u> | <u>Place of Residence</u> |
|------------------|---|
| Joseph Schwartz | 847 Stanford Street Santa Monica, CA 90403 |
| Edward Heitzman | Jerome, Idaho 83308 |
| Michael Heitzman | Jerome, Idaho 83308 |

5. The Partnership shall begin as of the date of this Agreement and shall, except as otherwise provided in this

Agreement, continue until December 31, 1990, at which time it shall dissolve. The Partnership may be dissolved and terminated at any time before that date at the discretion of the General Partner.

6. The amount of cash contributed by each Limited Partner is:

| <u>Name</u> | <u>Amount</u> |
|------------------|---------------|
| Joseph Schwartz | \$3,000 |
| Edward Heitzman | \$3,000 |
| Michael Heitzman | \$1,000 |

7. Each Limited Partner may make such additional contributions to the capital of the Partnership as may from time to time be agreed on by the General Partner.

8. Each Limited Partner may withdraw such portion of his contribution to the Partnership as may from time to time be agreed on by the General Partner.

9. The share of the profits which each Limited Partner shall receive by reason of his contribution is:

| <u>Name</u> | <u>Share of Profits</u> |
|------------------|-------------------------|
| Joseph Schwartz | 30% |
| Edward Heitzman | 30% |
| Michael Heitzman | 10% |

10. A Limited Partner has the right to substitute an assignee of his Partnership interest as a contributor in his place on the following terms and conditions: On making a request in writing to the General Partner to amend this Certificate accordingly and paying to the General Partner all costs involved in making such amendment.

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11. The Partners have the right to admit additional Limited Partners with the written consent of all Partners.

12. This certificate may be amended in accordance with Section 15525.5 of the California Corporations Code.

Dated: November 5, 1979.

GENERAL PARTNER


George S. Sarlo

LIMITED PARTNERS

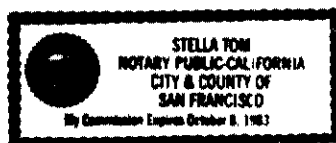

Edward Heitzman


Michael Heitzman


Joseph Schwartz

State of California)
County of San Francisco) ss.:

On this 17th day of December, 19 79,
before me a notary public, personally appeared _____
George S. Sarlo, to me known, and known to me to be the
person whose name is subscribed to the within instrument, and
acknowledged that he executed the same.



Stella Tom
Notary Public

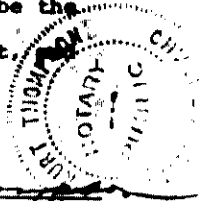
State of Idaho)
County of Jerome) ss.:

On this 19th day of December, 19 79,
before me a notary public, personally appeared _____
Edward Heitsman, to me known, and known to me to be the
person whose name is subscribed to the within instrument, and
acknowledged that he executed the same.

Just Simpson
Notary Public

State of Idaho)
County of Jerome) ss.:

On this 19th day of December, 19 79,
before me a notary public, personally appeared _____
Michael A. Brittan, to me known, and known to me to be the
person whose name is subscribed to the within instrument,
acknowledged that he executed the same.


Michael A. Brittan
Notary Public

State of California)
County of Los Angeles) ss.:

On this 27th day of December, 19 79,
before me a notary public, personally appeared Joseph
Schwartz, to me known, and known to me to be the
person whose name is subscribed to the within instrument, and
acknowledged that he executed the same.



Ruth Ann Walker
Notary Public