

CERTIFICATE OF LIMITED PARTNERSHIP

THE UNDERSIGNED, desiring to form a limited partnership under the Limited Partnership Law of the State of Idaho, make this Certificate for that purpose.

1. Name. The name of the partnership shall be "LONGVIEW GROUP V, AN IDAHO LIMITED PARTNERSHIP."

2. Purpose. The purpose of the partnership shall be to provide security in the form of letters of credit or cash for investment.

3. Location. The location of the partnership's principal place of business is Giacobbi Annex, Sun Valley Road, Ketchum, Blaine County, Idaho.

4. Members and Designation. The names and business addresses of the partners and their designation as general or limited partners are:

General Partner: Orion Investments, an
Idaho partnership
P. O. Box 388
Sun Valley, ID 83353

Limited Partners: David Brocklebank
P.O. Box 93
Ketchum, ID 83340

Andrew R. Hixon
P.O. Box 697
Sun Valley, ID 83353

Jack F. Kennedy
1400 S. Camino Real
San Bernardino, CA 92408

Jack F. Kennedy, III
1400 S. Camino Real
San Bernardino, CA 92408

Orion Investments
P.O. Box 388
Sun Valley, ID 83353

Peter Sturdivant
480 Constitution Avenue
Camarillo, CA 93010

5. Term. The term for which this partnership is to exist is twenty (20) years.

6. Initial Contribution of Limited Partners.
 The value of letters of credit, cash or notes contributed by each limited partner are:

<u>Limited Partners</u>	<u>Value of Letter of Credit, Cash or Notes</u>
David Brocklebank	\$ 50,000
Andrew R. Hixon	100,000
Jack F. Kennedy	50,000
Jack F. Kennedy, III	50,000
Orion Investments	50,000
Peter Sturdivant	100,000

There is no initial contribution by Orion Investments as General Partner.

7. Subsequent Contributions of Limited Partners.
 Each Limited Partner may (but shall not be obliged to) make such additional contributions to the partnership as may from time to time be agreed upon by the General Partner and Limited Partners.

8. Profit Shares of Limited Partners. The share of the profits which each Limited Partner shall receive by reason of his contribution is:

<u>Limited Partners</u>	<u>Percentage of Profits</u>
David Brocklebank	12½%
Andrew R. Hixon	25%
Jack F. Kennedy	12½%
Jack F. Kennedy, III	12½%
Orion Investments	12½%
Peter Sturdivant	25%
	----- 100%

9. Admission of Additional Limited Partners.
 The General Partner is given the right to admit additional Limited Partners, provided that such admission is approved by seventy-five percent (75%) of the aggregate ownership of all partners.

10. Registered Agent. The name and address of the registered agent of the Partnership is: Robert Korb, Suite 101, Kneeland Building, 128 Saddle Road, Ketchum, Idaho 83340.

11. Counterparts. This agreement may be executed in several counterparts, each of which shall be deemed an original and may be executed by each of the Limited Partners on a separate signature page.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 17th day of October, 1988.

GENERAL PARTNER: ORION INVESTMENTS

By Steven Giacobbi, Pres.
STEVEN GIACOBBI, President
of Steven Giacobbi, Inc.,
Partner

LIMITED PARTNERS:

David Brocklebank & Orion
Investments General Partner Attorney
in fact

DAVID BROCKLEBANK, by Orion
Investments, General Partner,
Attorney in Fact

By Steven Giacobbi, Pres.
Steven Giacobbi, President
of Steven Giacobbi, Inc.,
Partner of Orion Investments.

Andrew R. Hixon & Orion
Investments General Partner
Attorney in fact

ANDREW R. HIXON, by Orion
Investments, General Partner,
Attorney in Fact

By Steven Giacobbi, Pres.
Steven Giacobbi, President
of Steven Giacobbi, Inc.,
Partner of Orion Investments

Jack F. Kennedy & Orion
Investments General Partner
Attorney in fact

JACK F. KENNEDY, by Orion
Investments, General Partner,
Attorney in Fact

By Steven Giacobbi, Pres.
Steven Giacobbi, President
of Steven Giacobbi, Inc.,
Partner of Orion Investments

*Jude F. Kennedy III by Orion
Investments General Partner
Attorney in fact*

JACK F. KENNEDY, III, by Orion
Investments, General Partner,
Attorney in Fact

By *Steven Giacobbi*
Steven Giacobbi, President
of Steven Giacobbi, Inc.,
Partner of Orion Investments

*Peter Sturdivant by Orion
Investments General Partner
Attorney in fact*

PETER STURDIVANT, by Orion
Investments, General Partner,
Attorney in Fact

By *Steven Giacobbi*
Steven Giacobbi, President
of Steven Giacobbi, Inc.,
Partner of Orion Investments

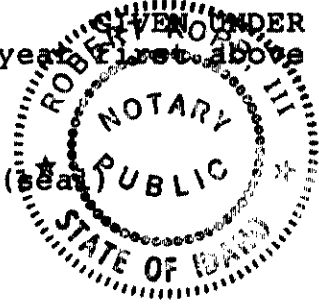
ORION INVESTMENTS

By *Steven Giacobbi*
STEVEN GIACOBBI, President
of Steven Giacobbi, Inc.,
Partner

STATE OF IDAHO)
) ss.
COUNTY OF BLAINE)

On this 17th day of October, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared STEVEN GIACOBBI, known to me to be one of the partners in the partnership of ORION INVESTMENTS, and the partner or one of the partners who subscribed said partnership name to the within instrument, and acknowledged to me that he executed the same in said partnership name.

GIVEN UNDER my hand and official seal on the day and year first above written.

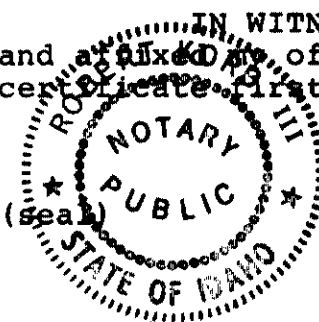


Robert W. [Signature]
NOTARY PUBLIC for Idaho
Residing at Ketchum
Commission Expires Lifetime

STATE OF IDAHO)
) ss.
County of Blaine)

On this 17th day of October, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared STEVEN GIACOBBI, known to me to be the President of Steven Giacobbi, Inc., a Partner of ORION INVESTMENTS, General Partner, which subscribed the names of DAVID BROCKLEBANK, ANDREW R. HIXON, JACK F. KENNEDY, JACK F. KENNEDY, III, and PETER STURDIVANT, to the within instrument as principal, and the partnership name as attorney in fact and acknowledged the same.

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



Robert W. [Signature]
NOTARY PUBLIC for Idaho
Residing at Ketchum
Commission Expires Lifetime

RK16/sf

RECEIVED
SECRETARY OF STATE
1988 OCT 19 10 09 07

October 17, 1988

Secretary of State
Statehouse
Boise, ID 83720


Re: Consent by Longview Group I, Longview Group II, and Longview
Group IV for Use of Similar Name

Dear Clerk:

Orion Investments, a partnership which is the General Partner of Longview Group I, Longview Group II, and Longview Group IV, Limited Partnerships, hereby consents to the use of the name Longview Group V, a Limited Partnership, by said partnership for filing with the Idaho Secretary of State.

ORION INVESTMENTS

By STEVEN GIACOBBI, INC.,
General Partner

By 
Steven Giacobbi,
Its President

RK16/sf