

FIRST AMENDMENT

TO

CERTIFICATE OF LIMITED PARTNERSHIP

OF

CPI/BOUNTIFUL LIMITED PARTNERSHIP

SEP 29 4 36 PM '89  
SECRETARY OF STATE

The undersigned General Partner does hereby make the following amendments to the Certificate of Limited Partnership pursuant to the Idaho Uniform Limited Partnership Act:

1. Partnership Name. The name of the Limited Partnership is CPI/BOUNTIFUL LIMITED PARTNERSHIP.

2. Date of Filing. The filing date of the original Certificate of Limited Partnership was March 10, 1989, as No. L01529.

3. Reason for Amendment. This amendment is being made to identify the General Partner as an Idaho corporation in Paragraph 4 of the Certificate of Limited Partnership and to correct an error in the entity designation for the General Partner on the signature page of the Certificate of Limited Partnership.

4. Amendments.

(a) Paragraph 4 of the Certificate of Limited Partnership is hereby amended and restated in its entirety to provide as follows:

<u>Name</u>	<u>Place of Residence or Business</u>	<u>Initial Contributions</u>	<u>Interest</u>
<u>General Partner</u>			
Cantlon Properties, Inc., an Idaho corporation	Idaho First Plaza Suite 1820 Boise, Idaho 83702 Attention: Roger Cantlon	\$ -0-	48%
<u>Limited Partners</u>			
Dale F. Nagy	410 S. Orchard St. Suite 128 Boise, Idaho 83705	\$12,500.00	24%
Charles H. Wilson	1419 W. Bannock St. Boise, Idaho 83702	\$12,500.00	24%

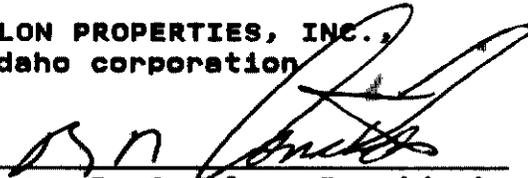
(b) The name and entity designation of the General Partner on the signature page of the Certificate of Limited Partnership is hereby amended and restated in its entirety to read as follows:

CANTLON PROPERTIES, INC.,  
an Idaho corporation

IN WITNESS WHEREOF, the undersigned General Partner has executed this First Amendment to the Certificate of Limited Partnership effective as of the 28th day of September, 1989.

"GENERAL PARTNER"

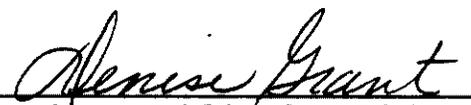
CANTLON PROPERTIES, INC.,  
an Idaho corporation

By:   
Roger D. Cantlon, President

STATE OF IDAHO )  
 ) ss.  
County of Ada )

On this 29<sup>th</sup> day of September, 1989, before me, the undersigned, a Notary Public, in and for said State, personally appeared ROGER D. CANTLON, known or identified to me to be the President of CANTLON PROPERTIES, INC., the corporation that executed the instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that such corporation executed the same as the General Partner of CPI/Bountiful Limited Partnership.

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

  
Notary Public for Idaho  
Residing at Boise, Idaho  
My commission expires: 6/21/95