

CERTIFICATE OF LIMITED PARTNERSHIP
OF
HABITAT 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 HABITAT 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 50204, 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:

Robert Ellis
14304 173rd Place N.E.
Remond, Washington 98052

Patrick McKee
1915 Country Club Drive
Glendora, California 91740

P.J. Niemantsverdriet
Box 42938
Nairobi, Kenya

Paul Peperzak
44 Broadmoor Avenue
Colorado Springs, CO 80906

A. Gene Rheault
198 Town & Country Drive
Danville, California 94526

Murli Tolaney
132 Luben Lane
Arcadia, California 91006

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

Charles N. Travers
60 Corte Placida
Greenbrae, California 94904

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SECRETARY OF STATE

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
Robert Ellis	10.00	
Patrick McKee	10.00	
P.J. Niemantsverdriet	10.00	
Paul Peperzak	10.00	
A. Gene Rheault	10.00	
Murli Tolaney	10.00	
Charles T. Travers, Trustee	10.00	
Charles N. Travers	10.00	

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;

These Signature Pages 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.

Niemantsverdriet
P.J. Niemantsverdriet
Box 42938
Nairobi, Kenya

STATE OF)
) SS.
COUNTY OF)

The foregoing instrument was acknowledged before me under oath on this _____ day of _____, 1988 by P.J. Niemantsverdriet.

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

Notary Public

Paul Peperzak
44 Broadmoor Avenue
Colorado Springs, CO 80906

STATE OF COLORADO)
) SS.
COUNTY OF)

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

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

Notary Public

These Signature Pages 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.

A. Gene Rheault
A. Gene Rheault
198 Town & Country Drive
Danville, California 94526

STATE OF CALIFORNIA)
COUNTY OF Contra Costa) SS.

The foregoing instrument was acknowledged before me under oath on this 20th day of December, 1988 by A. Gene Rheault.

Witness my hand and seal.

My commission expires: April 23, 1990

Business Address:

501 Lannon Lane, Suite 200
Walnut Creek, CA 94598

Lois R. McHugh
Notary Public



Murli Tolaney
Murli Tolaney
132 Luben Lane
Arcadia, California 91006

STATE OF CALIFORNIA)
COUNTY OF) SS.

The foregoing instrument was acknowledged before me under oath on this _____ day of _____, 1988 by Murli Tolaney.

Witness my hand and seal.

My commission expires:

Business Address:

Notary Public

These Signature Pages 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.

P.J. Niemantsverdriet
Box 42938
Nairobi, Kenya

STATE OF)
) SS.
COUNTY OF)

The foregoing instrument was acknowledged before me under oath on this _____ day of _____, 1988 by P.J. Niemantsverdriet.
Witness my hand and seal.
My commission expires:
Business Address:

Notary Public

Paul Peperzak

Paul Peperzak
44 Broadmoor Avenue
Colorado Springs, CO 80906

STATE OF COLORADO)
) SS.
COUNTY OF)

The foregoing instrument was acknowledged before me under oath on this 6th day of December, 1988 by Paul Peperzak.

Witness my hand and seal.
My commission expires: 3/21/92
Business Address:

*617 So. Nevada Ave.
Colorado Springs CO*

Jean C. Zeller

Notary Public