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SEC. OF STATE

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CERTIFICATE OF LIMITED PARTNERSHIP
OF
PRIORITY PARTNERS, A LIMITED PARTNERSHIP

85 DEC 19 10 8 03

STATE OF IDAHO)
) ss.
COUNTY OF BLAINE)

We, the undersigned, desiring to form a limited partnership pursuant to the Uniform Limited Partnership Act of the State of Idaho, do hereby certify:

1. The name of the firm under which the partnership is to be conducted is Priority Partners, A Limited Partnership.

2. The character of the business intended to be transacted by the partnership shall be as follows: investment of the assets of the partnership as a limited partner of Alpine Associates, a limited partnership formed pursuant to the provisions of the laws of the State of New Jersey, and for investment in security transactions of all kind and nature.

3. The name and address of the registered agent for service of process is Lynn T. Levy, 1359 Dollar Meadow, Sun Valley, ID 83353.

4. The name and business address of each partner in the partnership are as follows:

<u>Name</u>	<u>Place of Residence</u>
Lynn T. Levy	P. O. Box 46 Sun Valley, ID 83353

JoAnn A. Levy

P. O. Box 46
Sun Valley, ID 83353

The name and business address of each limited partner in the partnership are as follows:

<u>Name</u>	<u>Place of Residence</u>
Robert E. Smith Revocable Trust	Box 672 Ketchum, ID 83340
Pacific Business Properties, Inc. Defined Benefit Pension Plan	11400 Ayrshire Rd. Los Angeles, CA 90049
C-F Investment Co.	20720 Ventura Blvd. Woodland Hills, CA 91364
Jack Miller, A Prof. Corp. Pension Plan Trust	484 Moore Rd. Woodside, CA 94062
Earl Feiwell	3801 Katella Ave. Los Alamitos, CA 90720
James M. Davies	Box 392 Ketchum, ID 83340
Maggie Eastwood Wynberg	c/o Kaufman 1900 Ave. of Stars 22nd Floor Los Angeles, CA 90067
Charlotte Kalik	Box 1233 Sun Valley, ID 83353
Michael Algiers	Box 1512 Sun Valley, ID 83353
Steve Asher	1308 Warm Springs Ave. Boise, ID 83702
Sport Optics	Box 2999 Ketchum, ID 83340
Hollis Day	11430 Gravelly Lake Dr. S.W. Tacoma, WA 98498
Morgan Adams	1545 Wilshire Blvd. Los Angeles, CA 90017
Ed Flynn	424 N. San Mateo Dr. San Mateo, CA 94401

5. The amount of cash and the agreed value of the other property contributed by each limited partner are as follows:

(a) General Partners: \$22,727.00

Lynn T. Levy-- an aggregate amount, together with JoAnn Levy, of not to exceed ten percent (10%) of the contribution of the limited partners

JoAnn Levy-- an aggregate amount, together with Lynn T. Levy, of not to exceed ten percent (10%) of the contribution of the limited partners

(b) Limited Partners:

Robert E. Smith Revocable Trust	\$250,000
Pacific Business Properties, Inc. Defined Benefit Pension Plan	\$200,000
C-F Investment Co.	\$100,000
Jack Miller, A Prof. Corp. Pension Plan Trust	\$100,000
Earl Feiwell	\$ 50,000
James M. Davies	\$150,000
Maggie Eastwood Wynberg	\$200,000
Charlotte Kalik	\$200,000
Michael Algiers	\$ 10,000
Steve Asher	\$ 20,000
Sport Optics	\$500,000
Hollis Day	\$100,000
Morgan Adams	\$200,000
Ed Flynn	\$100,000

6. Limited partners may make such additional contributions from time to time upon approval of the managing partner.

7. The contribution of each limited partner shall be returned as follows: upon 192 days notice prior to the end of a calendar year the capital account of each limited partner will be set at the time of such notice and shall be paid in cash within 90 days of the end of said calendar year.

8. A limited partner does not have the right to grant the right to an assignee to become a limited partner or to assign any of his partnership interest.

9. Upon 192 days written notice a limited partner may terminate his membership or in the case of an emergency, at the end of any calendar quarter with the consent of the managing partner. Such interest will be terminated within 90 days after the end of the calendar year of such notice or 60 days after the end of a calendar quarter in the event of an emergency. Said limited partner is entitled to payment in cash of his then existing capital account and any undistributed profits based upon his percentage interest in the partnership.

10. The partner is entitled to receive distribution of a net profit attributed to his account 67 days after the end of the calendar year provided the partner has given written notice 37 days prior to the end of the calendar year of his desire to receive such distribution.

11. The limited partnership shall be dissolved December 31, 2005 or upon termination by the managing partner.

12. The remaining general partner or partners have the right to continue the business on the death, retirement or incapacity of a general partner.

IN WITNESS WHEREOF, the undersigned have executed this certificate this 9th day of December, 1985.

GENERAL PARTNERS:

By *Sam T. Fey*
By *[Signature]*

LIMITED PARTNERS:

By _____
By _____
By _____
By _____
By _____
By _____
By _____
By _____

STATE OF IDAHO)
) ss.:
County of Blaine)

On this 9th day of December, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared LYNN T. LEVY, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

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

(seal)

Joan M. Reagan
NOTARY PUBLIC for Idaho
Residing at Ketchum ID
Commission Expires 11/87

STATE OF IDAHO)
) ss.:
County of Blaine)

On this 9th day of December, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared JOANN A. LEVY, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same on behalf of said corporation.

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

(seal)

Joan M. Reagan
NOTARY PUBLIC for Idaho
Residing at Ketchum ID
Commission Expires 11/87

CERTIFICATE OF LIMITED PARTNERSHIP
OF
PRIORITY PARTNERS

By X R E Smith

Robert E. Smith

STATE OF IDAHO)
) ss.:
County of Blaine)

On this 18 day of October, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared Robert E. Smith, known to me to be the Limited Partner of Priority Partners, and known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same on behalf of said corporation.

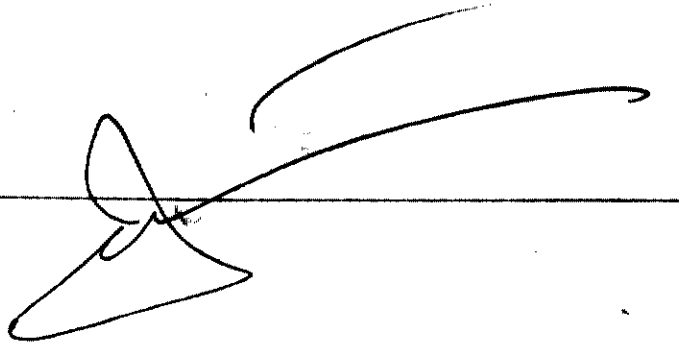
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

(seal)

Barbara S. Jorgensen
NOTARY PUBLIC for Idaho
Residing at Helena, Md.
Commission Expires Life

CERTIFICATE OF LIMITED PARTNERSHIP
OF
PRIORITY PARTNERS

By _____



STATE OF IDAHO)
) ss.:
County of Blaine)

On this 17th day of December, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared Jack Miller, known to me to be the _____ of _____, and known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same on behalf of said corporation.

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

(seal)

Joan M. Regan
NOTARY PUBLIC for Idaho
Residing at Ketchum ID
Commission Expires 11/87

CERTIFICATE OF LIMITED PARTNERSHIP
OF
PRIORITY PARTNERS

By Earl Feiwell

Earl Feiwell

STATE OF ~~FLORIDA~~ California)
County of ~~Blaine~~ Orange) ss.:

On this 23RD day of October, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared Earl Feiwell, N.D., known to me to be the _____ of _____, and known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same on behalf of said corporation.

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

(seal)

Kathryn Ann Koford
NOTARY PUBLIC for ~~State~~ California
Residing at 3751 Katella Ave.
Commission Expires 9/2/89



CERTIFICATE OF LIMITED PARTNERSHIP
OF
PRIORITY PARTNERS

By

James M. Davies

James M. Davies

STATE OF IDAHO)

) ss.:

County of Blaine)

On this 18th day of October, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared James M. Davies, known to me to be the Limited Partner of Priority Partners, and known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same on behalf of said corporation.

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

(seal)

Deann Alginslevy
NOTARY PUBLIC for Idaho
Residing at Sun Valley
Commission Expires 5.30.88

CERTIFICATE OF LIMITED PARTNERSHIP
OF
PRIORITY PARTNERS

By Maggie Eastwood

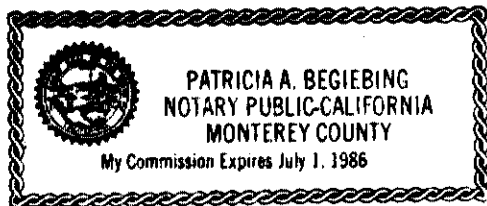
STATE OF ~~INDIA~~ ^{CALIF.})
County of ~~Blaine~~ ^{MONTEREY}) ss.:

On this 19th day of November, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared MAGGIE EASTWOOD, known to me to be the Limited Partner of Alpine Assoc., and known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same on behalf of said corporation.

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

(seal)

Patricia A. Begiebing
NOTARY PUBLIC for ~~INDIA~~ ^{CALIF.}
Residing at Pacific Grove Ca
Commission Expires July 1, 1986



CERTIFICATE OF LIMITED PARTNERSHIP
OF
PRIORITY PARTNERS

By Charlotte Kalik

Charlotte Kalik

STATE OF IDAHO)
) ss.:
County of Blaine)

On this 18th day of October, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared Charlotte Kalik, known to me to be the Limited Partner of Priority Partners, and known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same on behalf of said corporation.

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

(seal)

Allen Alquist
NOTARY PUBLIC for Idaho
Residing at Sun Valley
Commission Expires 5-30-88

CERTIFICATE OF LIMITED PARTNERSHIP
OF
PRIORITY PARTNERS

By Michael A. Alquist

STATE OF IDAHO)
) ss.:
County of Blaine)

On this 10th day of November, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared Michael Alquist, known to me to be the Limited Partner of Priority Partners, and known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same on behalf of said corporation.

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

(seal)

Michael Alquist
NOTARY PUBLIC for Idaho
Residing at Sum Valley
Commission Expires 5.30.88

CERTIFICATE OF LIMITED PARTNERSHIP
OF
PRIORITY PARTNERS

By Stephen W. Turner

STATE OF IDAHO)
County of Ada) ss.:
~~Blaine~~)

On this 11th day of November, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared Stephen A. Adler, known to me to be the _____ of _____, and known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same on behalf of said corporation.

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

(seal)

Manda J. Pruster
NOTARY PUBLIC for Idaho
Residing at Boise, Idaho
Commission Expires 1/15/88

CERTIFICATE OF LIMITED PARTNERSHIP
OF
PRIORITY PARTNERS

By

Harris Day

STATE OF ~~Idaho~~)
Washington) ss.:
County of ~~Blaine~~)
Pierce)

On this 25th day of November, 1985, before me, the undersigned, a Notary Public in and for said State, personally appeared Harris Day, known to me to be the _____ of _____, and known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same on behalf of said corporation.

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

(seal)

Troy Day
NOTARY PUBLIC for ~~Idaho~~ Washington
Residing at Tacoma
Commission Expires 6/18/88

CERTIFICATE OF LIMITED PARTNERSHIP
OF
PRIORITY PARTNERS

By *Morgan Adams, Jr.*
Morgan Adams, Jr., General Partner

By *David V. Adams*
David V. Adams, General Partner

STATE OF CALIFORNIA

COUNTY OF Los Angeles

} ss.

On this 28th day of October, in the year 1985,
before me, the undersigned, a Notary Public in and for said State, personally appeared

Morgan Adams, Jr. and David V. Adams

_____, personally known to me
(or proved to me on the basis of satisfactory evidence) to be the person who executed the
within instrument on behalf of the Limited Partnership named therein, and acknow-
ledged to me that the they Partnership executed it.

WITNESS my hand and official seal.



Victoria Breland Foreman
Notary Public in and for said State.

