

L 2367

State of Idaho

Department of State

CERTIFICATE OF REGISTRATION OF

PRICE FINANCING PARTNERSHIP, L.P.
dba PRICE FINANCING PARTNERSHIP, LIMITED PARTNERSHIP

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of PRICE FINANCING PARTNERSHIP, L.P. 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 PRICE FINANCING PARTNERSHIP, L.P. to transact business in this State under the name PRICE FINANCING PARTNERSHIP, LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated: January 13, 1994



Pete T. Cenarrusa
SECRETARY OF STATE

By *Greg J. Clark*

APPLICATION FOR REGISTRATION OF FOREIGN LIMITED PARTNERSHIP

JAN 18 10 43 AM '94

To the Secretary of 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:

SECRETARY OF STATE

1. The name of the limited partnership is Price Financing Partnership, L.P.

2. The name which it shall use in Idaho is Price Financing Partnership, Limited Partnership
(Must include, without abbreviation, the words "Limited Partnership.")
3. It is organized under the laws of Delaware
4. The date of its formation is January 13, 1994
5. The address of its registered or principal office in the state or country under the laws of which it is organized is c/o The Corporation Trust Company, 1209 Orange Street, City of Wilmington, Delaware 19801, County of New Castle
6. The name and street address of its proposed registered agent in Idaho are C T CORPORATION SYSTEM, 300 NORTH 6TH STREET, BOISE, IDAHO 83701
7. The address at which a list of the names, addresses and contributions of the limited partners is kept is: 35 Century Park-Way, Salt Lake City, Utah 84115

The limited partnership agrees to keep the list until its registration is cancelled or withdrawn.

8. The name and business address of each general partner are:

Name	Address
<u>Price GP Corp.</u>	<u>35 Century Park-Way, Salt Lake City, Utan 84115</u>
_____	_____
_____	_____
_____	_____

(Continued on reverse)

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 CK #: 38282 CUST# 4567
 CORP 18 60.00= 60.00
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 STATE

Submit application and certificate to:
 Office of the Secretary of State
 Corporations Division
 Room 203
 Boise, Idaho 83720

Secretary of State use only	
IDAHO SECRETARY OF STATE	
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CK #: 38282	CUST# 4567
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Office of the Secretary of State

JAN 18 10 43 AM '94
SECRETARY OF STATE

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY PRICE FINANCING PARTNERSHIP, L.P. IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

* * * * *



William T. Quillen
William T. Quillen, Secretary of State

AUTHENTICATION: *4243110

DATE: 01/14/1994