

CERTIFICATE OF LIMITED PARTNERSHIP 2 28

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 VIII, AN IDAHO LIMITED PARTNERSHIP."

2. Purpose. The purpose of the partnership shall be real estate investment, and to transact all lawful business for which partnerships may be organized under the Limited Partnership Law of Idaho.

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:

<u>General Partner</u>	<u>Address</u>
Orion Investments	P. O. Box 388 Sun Valley, ID 83353
<u>Limited Partners</u>	<u>Address</u>
Orion Investments	P.O. Box 388 Sun Valley, ID 83353
James W. Dutcher	P.O. Box 1432 Sun Valley, ID 83353
Jack F. Kennedy	1400 S. Camino Real San Bernardino, CA 92408
Peter Sturdivant	480 Constitution Avenue Camarillo, CA 93010
Christopher T. duPont	P.O. Box 727 Ketchum, ID 83340
Daniel J. Pickrell	P.O. Box 384 Burlingame, CA 94010
Tom Zeigler	P.O. Box 2020 Ketchum, ID 83340

Chris R. Stephens

P.O. Box 926
Sun Valley, ID 83353

Lynne Andersen

25919 Ferguson Road
Junction City, OR 97448

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

6. Initial Contribution of Limited Partners.
Cash contributed by each limited partner are:

<u>Limited Partners</u>	<u>Cash Contribution</u>
Orion Investments	\$100,000
James W. Dutcher	100,000
Jack F. Kennedy	100,000
Peter Sturdivant	300,000
Christopher T. DuPont	100,000
Daniel J. Pickrell	100,000
Tom Zeigler	100,000
Chris R. Stephens	100,000
Lynne Andersen	50,000
Orion Investments, or assigns	50,000
	<u>\$1,100,000</u>

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

7. Subsequent Contributions of Limited Partners.
The Limited Partners shall make an additional contribution to the Partnership in an amount not to exceed ten percent (10%) of their initial contribution, upon the approval of Limited Partners representing an aggregate of at least seventy-five percent (75%) of the total contributions to the Partnership. There shall be no other mandatory additional contributions required from any of the 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>
Orion Investments	9.09
James W. Dutcher	9.09
Jack F. Kennedy	9.09
Peter Sturdivant	27.27
Christopher T. DuPont	9.09
Daniel J. Pickrell	9.09
Tom Zeigler	9.09
Chris R. Stephens	9.09
Lynne Andersen	4.55

Orion Investments, or assigns

4.55

100.00%

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 31 day of March, 1989.

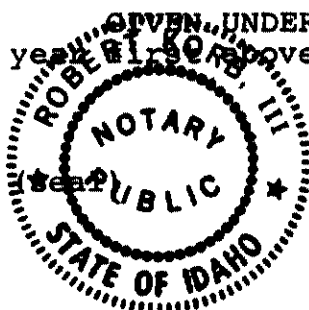
GENERAL PARTNER: ORION INVESTMENTS

By Christopher T. DuPont
CHRISTOPHER T. DuPONT,
President of Christopher T.
DuPont, Inc., Partner

STATE OF IDAHO)
) ss.
COUNTY OF BLAINE)

On this 31 day of March, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared CHRISTOPHER T. DuPONT, known to me to be the President of 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.



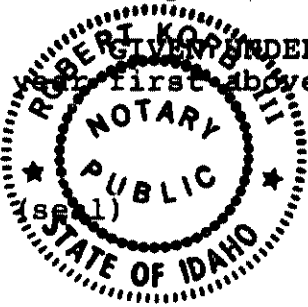
Robert Korb
NOTARY PUBLIC for Idaho
Residing at Ketchum
Commission Expires Lifetime

LIMITED PARTNER: ORION INVESTMENTS

By Christopher T. DuPont
CHRISTOPHER T. DuPONT,
President of Christopher T.
DuPont, Inc., Partner

STATE OF IDAHO)
) ss.
COUNTY OF BLAINE)

On this 31 day of March, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared CHRISTOPHER T. DuPONT, known to me to be the President of 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.



ROBERT KOPP UNDER my hand and official seal on the day and date first above written.

Robert Kopp
NOTARY PUBLIC for Idaho
Residing at Ketchum
Commission Expires Lifetime

LIMITED PARTNERS:

*James W. Dutcher, by Orion Investments,
General Partner, Attorney in Fact*

JAMES W. DUTCHER, by Orion
Investments, General Partner,
Attorney in Fact

By *Christopher T. duPont*
Christopher T. duPont,
President of Christopher T.
duPont, Inc., Partner of
Orion Investments

*Jack F. Kennedy, by Orion Investments,
General Partner, Attorney in Fact*

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

By *Christopher T. duPont*
Christopher T. duPont,
President of Christopher T.
duPont, 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 *Christopher T. duPont*
Christopher T. duPont,
President of Christopher T.
duPont, Inc., Partner of
Orion Investments

*Daniel J. Pickrell, by Orion Investments,
General Partner, Attorney in Fact*

DANIEL J. PICKRELL, by Orion
Investments, General Partner,
Attorney in Fact

By *Christopher T. duPont*
Christopher T. duPont,
President of Christopher T.
duPont, Inc., Partner of
Orion Investments

*Tom Zeigler, by Orion Investments,
General Partner, Attorney in Fact*
TOM ZEIGLER, by Orion
Investments, General Partner,
Attorney in Fact

By *Christopher T. duPont*
Christopher T. duPont,
President of Christopher T.
duPont, Inc., Partner of
Orion Investments

*Chris R. Stephens, by Orion Investments,
General Partner, Attorney in Fact*
CHRIS R. STEPHENS, by Orion
Investments, General Partner,
Attorney in Fact

By *Christopher T. duPont*
Christopher T. duPont,
President of Christopher T.
duPont, Inc., Partner of
Orion Investments

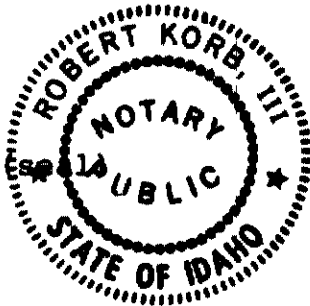
*Lynne Anderson, by Orion Investments,
General Partner, Attorney in Fact*
LYNNE ANDERSEN, by Orion
Investments, General Partner,
Attorney in Fact

By *Christopher T. duPont*
Christopher T. duPont,
President of Christopher T.
duPont, Inc., Partner of
Orion Investments

STATE OF IDAHO)
) ss.
County of Blaine)

On this 31 day of March, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared Christopher T. duPont, known to me to be the President of Christopher T. duPont, Inc., a Partner of ORION INVESTMENTS, General Partner, which subscribed the names of JAMES W. DUTCHER, JACK F. KENNEDY, PETER STURDIVANT, DANIEL J. PICKRELL, TOM ZEIGLER, CHRIS R. STEPHENS, and LYNNE ANDERSEN 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 affixed my official seal the day and year in this certificate first above written.



Robert Korb
NOTARY PUBLIC FOR IDAHO
Residing at Ketchum
Commission expires Lifetime

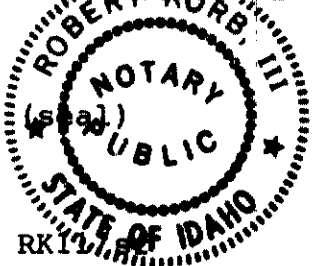
LIMITED PARTNER:

Christopher T. duPont
CHRISTOPHER T. duPONT

STATE OF IDAHO)
) ss.
County of Blaine)

On this 31 day of March, 1989, before me, the undersigned, a Notary Public in and for said State, personally appeared CHRISTOPHER T. duPONT, 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.



Robert Rorb
NOTARY PUBLIC for Idaho
Residing at Ketchum
Commission Expires Lifetime

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March 31, 1989

Secretary of State
Statehouse
Boise, ID 83720

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

Dear Clerk:

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

ORION INVESTMENTS

By CHRISTOPHER T. DuPONT, INC.,
General Partner

By Christopher T. duPont
Christopher T. DuPont,
Its President

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