

AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP FOR
BOISE RIVER RANCH LTD. PARTNERSHIP

Limited LP.

JUN 30 7 54 AM '88
SECRETARY OF STATE

The following certificate is executed and filed in compliance with the Idaho Uniform Limited Partnership Act, HOWEVER, all parties hereto acknowledge that they each are bound by the formal Articles of Limited Partnership dated October 24, 1980, and the Amendment thereto dated May 27, 1988, this certificate being for notice purposes only.

I.

NAME AND BUSINESS ADDRESS

Limited LP. The name of the limited partnership is Boise River Ranch Ltd. Partnership. The business address of the Partnership is 1020 Main Street, Boise, Idaho 83702.

II.

FILING OF ORIGINAL CERTIFICATE

The original certificate of limited partnership was filed May 13, 1982, in the Office of the Secretary of State for the State of Idaho.

III.

TERM

The term of the partnership shall be through April 30, 1989, unless earlier terminated as provided by the Articles or Idaho law.

IV.

CHARACTER OF BUSINESS

Real estate investment and related activities.

V.

REGISTERED AGENT

The registered agent of the limited partnership is:

Trinity Investments International, Inc.,
an Idaho corporation
1020 Main Street
P.O. Box 7613
Boise, Idaho 83707

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Ranch Ltd. Partnership-1 of 4

VI.

NAMES, BUSINESS ADDRESS, PERCENTAGE OWNERSHIP AND CAPITAL CONTRIBUTIONS OF PARTNERS

The names, addresses and capital contributions of the partners are:

<u>NAME and ADDRESS</u>	<u>%OWNERSHIP</u>	<u>CONTRIBUTION</u>
Trinity Investment International, Inc. P.O. Box 7613 Boise, ID 83707	50%	NONE
Timothy J Flynn 17610 Midway Rd. Suite 134-183 Dallas, TX 75252	50%	\$850,000.00

VII.

ADDITIONAL CONTRIBUTIONS

Limited Partner(s) shall not be responsible for any future contributions.

VIII.

SUBSTITUTION AND ADMISSION OF LIMITED PARTNER(S)

Additional limited partners may be admitted to the limited partnership at any time: PROVIDED, HOWEVER, a partner may assign all or part of his partnership interest only upon the written consent of all partners on the recording of an amendment to the original Certificate of Limited Partnership.

IX.

PRIORITIES

No limited partner shall have priority over any other limited partner.

X.

DISTRIBUTIONS

Distribution of the assets of the Partnership including any interim distributions, shall be made concurrently in accordance with the partner's percentage of ownership, regardless of the respective contributions of the partners.

DATED THIS 29th DAY OF JUNE, 1988.

GENERAL PARTNER
TRINITY INVESTMENTS INTERNATIONAL, INC.



Larry D. Knapp, President



Ronald S. Hall, Secretary

LIMITED PARTNER



Timothy J. Flynn

STATE OF _____)
County of _____)

On this _____ day of June, 1988, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Larry D. Knapp, known to me to be the President of Trinity Investments International, Inc., and upon oath, did depose that he is the officer of said Corporation as above designated, that the signature to said instrument was made by the officer of said Corporation as indicated after said signature, and the said Corporation executed the said instrument freely and voluntarily and for the uses and purposes therein mentioned.

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

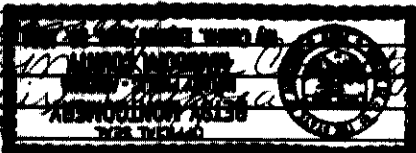
Notary Public for _____
Residing at _____
Commission Expires _____

STATE OF Arizona)
County of Maricopa)

On this 23rd day of June, 1988, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Ronald S Hall, known to me to be the Secretary of Trinity Investments International, Inc., and upon oath, did depose that he is the officer of said Corporation as above designated, that the signature to said instrument was made by the officer of said Corporation as indicated after said signature, and the said Corporation executed the said instrument freely and voluntarily and for the uses and purposes therein mentioned.

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

Peter M. [Signature]
Notary Public for Maricopa County, State of Arizona
Residing at Phoenix, Arizona
Commission Expires 7-28-90



STATE OF Texas)
County of Collin)

On this 20 day of June, 1988, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Timothy J. Flynn, known or identified to me to be the person whose name is subscribed to the attached 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 first above written.

J. Booth
Notary Public for Collin County, State of Texas
Residing at Plano, TX
Commission Expires 5-27-92

Amended and Restated Certificate of
Limited Partnership for Boise River
Ranch Ltd. Partnership-4 of 4

J. Booth