

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

FILED EFFECTIVE

File #: L2985

The undersigned entity submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Idaho.

1. The name of the entity is: D&S PROPERTIES L.P.
2. The street address of its present registered office is: 1101 W. River St., Ste 340, Boise, ID 83702
3. The street address (not a P.O. box) to which its registered office is to be changed is: 21 Commerce Dr., Suite A, Hayden, ID 83835
4. The name of its old registered agent is: D. John Thornton
5. The name of its new registered agent is: James M. English
6. The address of the registered office and the business address of the registered agent are identical.

Dated: 1/31/05

Signed: _____

Printed: Douglas M. Parker

Capacity: General Partner

I consent to serve as registered agent for the above-named entity.

(See reverse for Instructions)

[Signature]
(Signature of new registered agent)