

CERTIFICATE OF LIMITED PARTNERSHIP

128 MAY 80
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 II, AN IDAHO LIMITED PARTNERSHIP."

2. Purpose. The purpose of the partnership shall be to provide security in the form of letters of credit or cash for investment.

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:

General Partner:

Orion Investments, an
Idaho partnership
P. O. Box 388
Sun Valley, ID 83353

Limited Partners:

Thomas L. Rourke
c/o Foster, Dykema & Cabot
50 Milk Street
Boston, MA 02109

Samuel C. Murdough, Revocable
Trust
c/o Foster, Dykema & Cabot
50 Milk Street
Boston, MA 02109

Virginia H. Lowery
c/o Foster, Dykema & Cabot
50 Milk Street
Boston, MA 02109

Andrew R. Hixon
c/o Foster, Dykema & Cabot
50 Milk Street
Boston, MA 02109

Brinck Lowery
c/o Foster, Dykema & Cabot
50 Milk Street
Boston, MA 02109

Watson Lowery, Jr.
c/o Foster, Dykema & Cabot
50 Milk Street
Boston, MA 02109

Peter Sturdivant
480 Constitution Avenue
Camarillo, CA 93010

Christopher T. duPont
P.O. Box 727
Ketchum, ID 83340

Orion Investment
P.O. Box 388
Sun Valley, ID 83353

5. Term. The term for which this partnership is to exist is twenty (20) years.

6. Initial Contribution of Limited Partners. The value of letters of credit, cash or notes contributed by each limited partner are:

<u>Limited Partners</u>	<u>Value of Letter of Credit, Cash or Notes</u>
Thomas L. Rourke	\$ 70,000
Samuel C. Murdough, Revocable Trust	40,000
Virginia H. Lowery	60,000
Andrew R. Hixon	50,000
Brinck Lowery	15,000
Watson Lowery, Jr.	15,000
Peter Sturdivant	150,000
Christopher T. duPont	50,000
Orion Investments	50,000

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

7. Subsequent Contributions of Limited Partners. Each Limited Partner may (but shall not be obliged to) make such additional contributions to the partnership as may from time to time be agreed upon by the General Partner and 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>
Thomas L. Rourke	14%
Samuel C. Murdough, Revocable Trust	8%
Virginia H. Lowery	12%
Andrew R. Hixon	10%
Brinck Lowery	3%
Watson Lowery, Jr.	3%
Peter Sturdivant	30%
Christopher T. duPont	10%
Orion Investments	10%
	<hr/> 100%

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 2nd day of May, 1988.

GENERAL PARTNER: ORION INVESTMENTS

By *Steven Giacobbi*
STEVEN GIACOBBI, President
of Steven Giacobbi, Inc.,
Partner

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

LIMITED PARTNERS:

*Thomas L. Rourke by Orion
Investments General Partner
in Attorney in fact*

THOMAS L. ROURKE, by Orion
Investments, General Partner,
Attorney in Fact

By *Steven Giacobbi*
Steven Giacobbi, President
of Steven Giacobbi, Inc.,
Partner of Orion Investments

SAMUEL C. MURDOUGH, REVOCABLE
TRUST

*Samuel C. Murdough Revocable Trust
Orion Investments General Partner
in Attorney in fact*

SAMUEL C. MURDOUGH, TRUSTEE,
by Orion Investments,
General Partner, Attorney in
Fact

By *Steven Giacobbi*
Steven Giacobbi, President
of Steven Giacobbi, Inc.,
Partner of Orion Investments

*Virginia H. Lowery by Orion
Investments General Partner
in Attorney in fact*

VIRGINIA H. LOWERY, by Orion
Investments, General Partner,
Attorney in Fact

By *Steven Giacobbi*
Steven Giacobbi, President
of Steven Giacobbi, Inc.,
Partner of Orion Investments

*Andrew R. Hixon by Orion
Investments General Partner
as Attorney in fact*

**ANDREW R. HIXON, by Orion
Investments, General Partner,
Attorney in Fact**

By *Steven Jacobbi*
**Steven Jacobbi, President
of Steven Jacobbi, Inc.,
Partner of Orion Investments**

*Brinck Lowery by Orion
Investments General Partner
as Attorney in fact*

**BRINCK LOWERY, by Orion
Investments, General Partner,
Attorney in Fact**

By *Steven Jacobbi*
**Steven Jacobbi, President
of Steven Jacobbi, Inc.,
Partner of Orion Investments**

*Watson Lowery, Jr. by Orion
Investments General Partner
as Attorney in fact*

**WATSON LOWERY, JR., by Orion
Investments, General Partner,
Attorney in Fact**

By *Steven Jacobbi*
**Steven Jacobbi, President
of Steven Jacobbi, Inc.,
Partner of Orion Investments**

*Peter Sturdivant by Orion
Investments General Partner
as Attorney in fact*

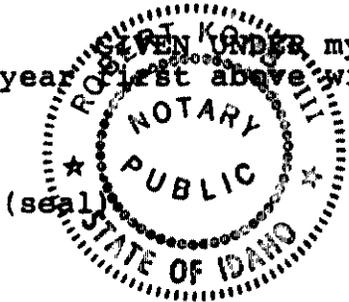
**PETER STURDIVANT, by Orion
Investments, General Partner,
Attorney in Fact**

By *Steven Jacobbi*
**Steven Jacobbi, President
of Steven Jacobbi, Inc.,
Partner of Orion Investments**

STATE OF IDAHO)
) ss.
COUNTY OF BLAINE)

On this 2nd day of May, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared STEVEN GIACOBBI, known to me to be 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.

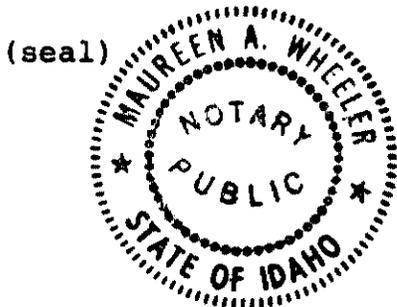


Robert K. Underhill
NOTARY PUBLIC for Idaho
Residing at Ketchum
Commission Expires Lifetime

STATE OF IDAHO)
) ss.
COUNTY OF BLAINE)

On this 2nd day of May, 1988, before me, the undersigned, a Notary Public in and for said State, personally appeared CHRISTOPHER T. DuPONT, known to me to be 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.

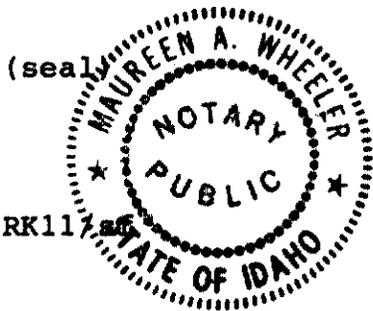


Maureen A. Wheeler
NOTARY PUBLIC for Idaho
Residing at Hailey
Commission Expires 1-24-94

STATE OF IDAHO)
) ss.
County of Blaine)

On this 20 day of May, 1988, 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.



Maureen A. Wheeler
NOTARY PUBLIC for Idaho
Residing at Hailey
Commission Expires 1-24-1994

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LAW OFFICE

KNEELAND, KORB, COLLIER & BENJAMIN

G. R. KNEELAND
ROBERT KORB III

KNEELAND PROFESSIONAL BUILDING

SADDLE ROAD

P. O. BOX 249

KETCHUM, IDAHO 83340

208-726-9311

FAX 208-726-4515

BRUCE COLLIER
WILLIS B. BENJAMIN
ANN LEGG

1988 5 09 9 16

May 4, 1988

Secretary of State
Statehouse
Boise, ID 83720

Attention: Sally

Re: Certificate of Limited Partnership - Longview Group II

Dear Sally:

This letter confirms our phone conversation of Tuesday, May 3, 1988. Please be advised that the general partner, Orion Investments, an Idaho partnership, is the same general partner for Longview Group, an Idaho Limited Partnership, filed with your office on March 7, 1988, as CCR No. 16278 and Longview Group II, an Idaho Limited Partnership, which was filed with the Secretary of State, May 3, 1988.

Thank you.

Very truly yours,

KNEELAND, KORB,
COLLIER & BENJAMIN



Robert Korb

RK13/sf