

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF FILING
OF
RAFANELLI & NAHAS, L.P.**

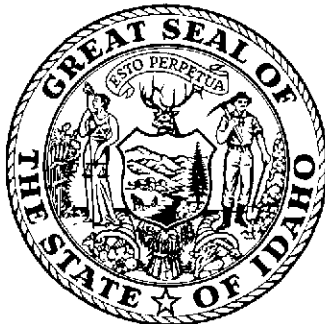
File Number L 5298

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that I am the custodian of the limited partnership records of this State.

I FURTHER CERTIFY That the records of this office show that the above limited partnership was organized under the laws of IDAHO and filed an application for registration of foreign limited partnership in this office on 8 October 2004.

I FURTHER CERTIFY That the status of the registration is current and a certificate of withdrawal has not been filed as of this date.

Dated: 8 October 2004



Ben Yursa
SECRETARY OF STATE

By *Kristin W*

APPLICATION FOR REGISTRATION OF FOREIGN LIMITED PARTNERSHIP

(Instructions on back of application)

FILED EFFECTIVE

2004 OCT -8 PM 2:15

To the Secretary of State of Idaho:

Pursuant to the Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in Idaho, and for that purpose submits the following statement:

1. The name of the limited partnership is Rafanelli & Nahas, L.P.
2. The name which it shall use in Idaho is Rafanelli & Nahas, L.P.
3. It was organized under the laws of California on March 3, 2004
4. The address of its registered or principal office in the state or country under the laws of which it is organized is 1 Bates Blvd., Suite 200, Orinda, CA 94563
5. The name and street address of its proposed registered agent in Idaho are Barbara Fountain
800 South Industry, Suite 360, Meridian, ID 83642
6. The address at which a list of the names, addresses and contributions of the limited partners is kept is 1 Bates Blvd., Suite 200, Orinda, CA 94563

(The limited partnership agrees to keep the list until its registration is cancelled or withdrawn.)

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

Name

Address

Rafanelli & Nahas Management Corp. 1 Bates Blvd., Suite 200, Orinda, CA 94563

Dated 9/23/04

Signature

Typed Name Ronald C. Nahas
Vice President / Secretary

Secretary of State use only

IDAHO SECRETARY OF STATE
 10/08/2004 05:00
 CK: 4341 CT: 104333 BH: 770302
 1 @ 100.00 = 100.00 REG FOR LP # 2
 1 @ 20.00 = 20.00 EXPEDITE C # 3

L5298

State of California

SECRETARY OF STATE

CERTIFICATE OF GOOD STANDING CALIFORNIA LIMITED PARTNERSHIP

I, KEVIN SHELLEY, Secretary of State of the State of California, hereby certify:

That on the **2nd day of March, 2004, RAFANELLI & NAHAS, L.P.**, became recognized under the laws of the State of California by filing its certificate of Limited Partnership in this office; and

That according to the records of this office, the said limited partnership is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this limited partnership.

IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal
of the State of California this day
of October 6, 2004.



Kevin Shelley
KEVIN SHELLEY
Secretary of State

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