

SECOND

RESTATED AND AMENDED

CERTIFICATE OF LIMITED PARTNERSHIP
OF LONDONER PROPERTY PARTNERSHIP

STATE OF IDAHO)
) ss.
County of Ada)

THIS SECOND RESTATED AND AMENDED CERTIFICATE OF LIMITED PARTNERSHIP OF LONDONER PROPERTY PARTNERSHIP is made and entered into by SUNAC, INC., an Idaho corporation, ("SUNAC"), a general partner of the LONDONER PROPERTY PARTNERSHIP, which such partnership was formerly composed of CANUS, an Idaho general partnership ("CANUS"), and CHATAM IDAHO CORPORATION, an Idaho corporation ("CHATAM"), as general partners, and NAYLOR-IGO, a joint venture composed of J. MARTIN IGO and JUDITH D. IGO, husband and wife, and THOMAS NAYLOR and MARY NAYLOR, husband and wife ("NAYLOR-IGO"), and J. MARTIN IGO and JUDITH D. IGO, husband and wife ("IGO"), as limited partners, as of the 1st day of August, 1982.

WITNESSETH:

WHEREAS, Canus, Naylor-Igo and Igo formed a limited partnership under the Uniform Limited Partnership Act of the State of Idaho and in connection therewith on the 28th day of April, 1981, Canus, Naylor-Igo and Igo executed that certain "Certificate of Limited Partnership of Londoner Property Partnership" ("Certificate") which was recorded as Instrument No. 8132794 in the Ada County Recorder's Office; and

WHEREAS, Canus, Naylor-Igo and Igo admitted Chatam as a general partner and limited partner to the Londoner Property Partnership and in connection therewith on the 9th day of October, 1981 executed that certain "Restated and Amended Certificate of Limited Partnership of Londoner Property Partnership" ("Restated Certificate") which was recorded on October 15, 1981 as Instrument No. 8144739 in the Ada County Recorder's Office and was filed February 16, 1982 in the State of Idaho Secretary of State's Office; and

WHEREAS, Canus has assigned its entire general partnership interest in Londoner Property Partnership to SUNAC;

NOW, THEREFORE, the undersigned hereby make the following amendment to the Certificate and Restated Certificate effective as of the 1st day of August, 1982:

Paragraph 4 of the Restated Certificate is hereby deleted and the following substituted in lieu thereof:

4. The names and addresses of the Partners, both general and limited as respectively designated below, are as follows:

General Partners

SUNAC, INC., an Idaho corporation
Post Office Box 707
Ketchum, Idaho 83340

Chatam Idaho Corporation
c/o George Klingelhofer
Post Office Box 247
Ketchum, Idaho 83353

Limited Partners

Naylor-Igo Joint Venture
Sundance Business Center, Suite J
5400 Franklin Road
Boise, Idaho 83705

J. Martin and Judith D. Igo
Sundance Business Center, Suite J
5400 Franklin Road
Boise, Idaho 83705

Chatam Idaho Corporation
c/o George Klingelhofer
Post Office Box 247
Ketchum, Idaho 83353

IN WITNESS WHEREOF, the undersigned have executed this
Second Restated and Amended Certificate of Limited Partnership
of Londoner Property Partnership.

FORMER GENERAL PARTNER:

CANUS, an Idaho general
partnership, a General Partner

By: C.J.R., INC., an Idaho
Corporation, a Partner

By: 
Kenneth L. Pursley,
Vice President

NEW GENERAL PARTNER:

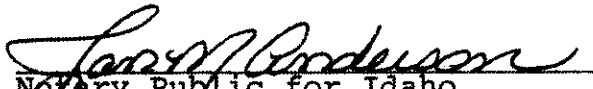
SUNAC, INC., an Idaho
corporation

By: 
Kenneth L. Pursley,
Vice President

STATE OF IDAHO)
) ss.
County of Ada)

On this 31st day of August, 1983, before me, the undersigned, a Notary Public in and for said State, personally appeared KENNETH L. PURSLEY, known to me to be the Vice President of C.J.R., INC., an Idaho corporation, which corporation is known to me to be a Partner in the Idaho General Partnership of CANUS acknowledged to me that he executed the within and foregoing instrument for and on behalf of said Partnership and in said Partnership's name.


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


Notary Public for Idaho
Residing at Boise, Idaho
My commission expires: 3-18-84

STATE OF IDAHO)
) ss.
County of Ada)

On this 31st day of August, 1983, before me, the undersigned, a Notary Public in and for said State, personally appeared KENNETH L. PURSLEY, known to me to be the Vice President of SUNAC, INC., an Idaho corporation, the corporation that executed the within and foregoing instrument, and acknowledged to me that such corporation 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.


Notary Public for Idaho
Residing at Boise, Idaho
My commission expires: 3-18-84