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CERTIFICATE OF LIMITED PARTNERSHIP
OF

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1. NAME. The name of the Limited Partnership is MCCARTHY
PROPERTY MANAGEMENT LIMITED PARTNERSHIP

2. CHARACTER. The general character of its business is to do anything lawful under the laws of the State of Idaho including the buying, selling, leasing, developing and investing in real estate.

3. REGISTERED AGENT. The name and address of the registered agent for service of process required by Section

53-204, Idaho Code, is: John G. McCarthy
2125 Bodily
Idaho Falls, Idaho 83401

4. PARTNERS. The name and business address of each partner is as follows:

General Partner:

John G. McCarthy
2125 Bodily
Idaho Falls, Idaho 83401

Limited Partners:

Joseph T. McCarthy
Route 1
Gibbon, Nebraska 68840

5. VALUE. The amount of cash and a description and statement of the agreed value of the other property or labor or services contributed by each Partner is as follows:

<u>NAME</u>	<u>PROPERTY</u>	<u>AGREED UPON VALUE</u>
John G. McCarthy	Labor/Services	\$10,000.00

<u>NAME</u>	<u>PROPERTY</u>	<u>AGREED UPON VALUE</u>
Joseph T. McCarthy	Cash	\$15,000.00

6. ADDITIONAL CONTRIBUTIONS. It is agreed that no additional contribution may be requested of the Partners from time to time.

7. POWERS. Only with the written consent of the General Partner do the Limited Partners have the power to grant the right to become a limited partner to an assignee of any part of his or her Partnership interest.

8. TERMINATION BY A PARTNER. No partner may terminate his or her interest in the Partnership.

9. RIGHT TO DISTRIBUTION. Profits from the Partnership in the form of cash or other property shall be distributed to the Partners annually or more often as determined by the General Partner. However, profits may be retained at the discretion of the General Partner and with the consent of the Limited Partners.

10. RETURN OF CAPITAL. Capital contributions shall remain in the Partners' capital accounts for the use of the Partnership. Provided, however, that capital may be withdrawn if in the reasonable judgment of the General Partner such withdrawals will not jeopardize or seriously impair the business of the Partnership.

11. DISSOLUTION. The Partnership shall be dissolved and its affairs wound up upon the happening of any of the following events:

11.1 The withdrawal, adjudication of bankruptcy, insolvency, death, incapacity, withdrawal, refusal to serve, or, if other than an individual, the dissolution or other cessation to exist as a legal entity, of a partner.

11.2 Upon the unanimous agreement of all partners to dissolve.

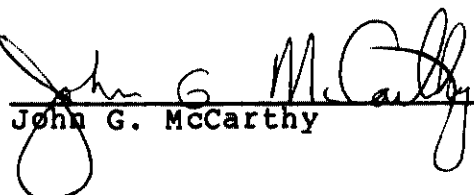
11.3 The completion of the purpose for which the Partnership was organized or the expiration of the term for which the Partnership was established, including all amendments pertaining thereto.

11.4 Notice of the expiration of the term of the Partnership given by the General Partner.

12. CONTINUE THE BUSINESS. The Partnership shall not continue if one of the General Partners shall withdraw.

IN WITNESS WHEREOF, This Certificate of Limited Partnership of the MCCARTHY PROPERTY MANAGEMENT LIMITED PARTNERSHIP has been executed this 17 day of June, 1985.

GENERAL PARTNER:


John G. McCarthy

LIMITED PARTNERS:


Joseph T. McCarthy

STATE OF IDAHO)
)ss.
County of Bonneville)

On this 17th day of June, 1985, before me, the undersigned, personally appeared John McCarthy, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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

Leola C. Harner
Notary Public
Residing at: Idaho Falls, Idaho
My Commission Expires: January 30, 1988

STATE OF Nebraska)
)ss.
County of Buffalo)

On this 24th day of June, 1985, before me, the undersigned, personally appeared Joseph T. McCarthy, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

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



Debra C. Onate
Notary Public
Residing at: Kearney, Nebraska
My Commission Expires: October 2, 1988