CERTIFICATE OF LIMITED PARTNERSHIP

To the: STATE OF IDAHO SECRETARY OF STATE
CORPORATIONS DIVISION
PHONE: (208) 334-2301 FAX: (208) 334-2847
700 W JEFFERSON PO BOX 83720 BOISE ID 83720-0080

1. The name of the limited partnership is: The Kelley Garden Center "The Barn" Limited Partnership

2. The name and business address of the registered agent are:

   Richard J. Kelley, 2223 Addison Avenue East, Twin Falls, ID 83301
   (not a P.O. Box)

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

Name	Address
Richard J. Kelley	2223 Addison Avenue East, Twin Falls, ID 83301

(If more space is needed, continue in item 5.)

4. The latest date on which the partnership will dissolve is: July 1, 2030

5. Other matters (optional):

FILED
98 JAN -2 AM 8:58
SECRETARY OF STATE
STATE OF IDAHO

6. Signatures of all general partners:

   Richard J. Kelley

   Richard J. Kelley

Secretary of State use only
IDAHO SECRETARY OF STATE
01/02/1998 09:00
CK: 3635 CT: 47068 BH: 69267
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