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SECRETARY OF STATE

CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, being desirous of forming a Limited Partnership under the Uniform Limited Partnership Act of the State of Idaho, hereby make and sign the following Certificate for the purpose:

1. Name. The name under which the Partnership is to be conducted is Lot 42, A Limited Partnership.

2. Purpose. The purpose of the Partnership shall be to acquire, improve and hold for investment and resale certain real property described as Lot 42, Elkhorn Meadows, Blaine County, Idaho.

3. Location. The mailing address of the Partnership's principal place of business is Post Office Box 2060, Sun Valley, Idaho 83353, and its street address is 11 Buck Lane, Elkhorn at Sun Valley, Idaho 83353.

4. Partners. The names and places of residences of the General and Limited Partner are:

David Manookian, General Partner
P. O. Box 2060
Sun Valley, ID 83353

Thomas L. Coles, Limited Partner
9301 Tampa Avenue
Northridge, CA 91324

4a. Agent. The name and address of the registered agent for service of process is: David Manookian, 11 Buck Lane, Elkhorn at Sun Valley, Idaho 83353.

5. Term. The Partnership shall continue for a term of ten (10) years unless terminated sooner by the sale of its investment property, or as provided in the Partnership Agreement.

6. Initial Contributions. The Limited Partner has contributed consideration to the Partnership in the amount of Ten Dollars (\$10.00). The General Partner has contributed Ten Dollars (\$10.00).

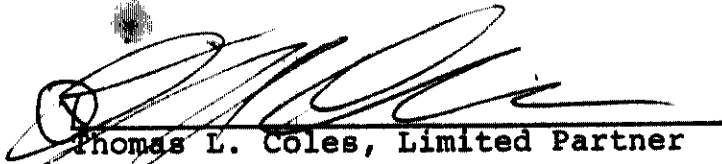
7. Additional Contributions. The Limited Partner has no obligation to make any additional contributions to the capital of the Partnership. The Limited Partner does not have the power to grant the right to become a Limited Partner to the assignee of any part of his Partnership interest. A Partner may not terminate his membership in the Limited Partnership.

8. Distributions of Property. A Partner does not have the right to receive distributions of property or cash from the Limited Partnership. A Partner does not have the right to receive or a General Partner to make distributions to a Partner which include a return of all or any part of the Partner's contribution. The Limited Partnership is to be dissolved and its affairs wound up upon the sale of its investment property.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 20th day of February, 1986.



David Manookian, General Partner


Thomas L. Coles, Limited Partner

VERIFICATION


State of Idaho)
) ss.
County of Blaine)

David Manookian, being duly sworn according to the law, deposes and certifies that he is the General Partner named in the foregoing Certificate and that the facts set forth therein are true and correct.


David Manookian

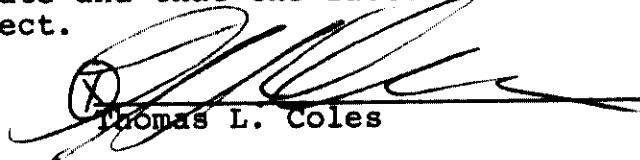
SUBSCRIBED AND SWORN TO before me this 21 day of February, 1986.

(SEAL)

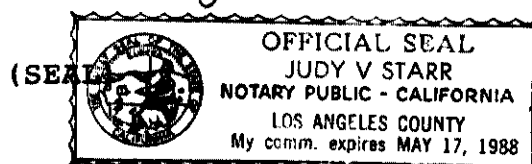

Notary Public for Idaho
Residing at:
Ketchikan
Lifetime Commission


State of California)
) ss.
County of Los Angeles)

Thomas L. Coles, being duly sworn according to the law, deposes and certifies that he is the Limited Partner named in the foregoing Certificate and that the facts set forth therein are true and correct.


Thomas L. Coles

SUBSCRIBED AND SWORN TO before me this 20th day of February, 1986.




Notary Public for California
Residing at:
15301 Ventura Blvd Ste 200
Sherman Oaks Ca 91403