

State of Idaho

Office of the Secretary of State

CERTIFICATE OF REGISTRATION

OF

HIGHWAY 12 VENTURE FUND, L.P.

File Number L 4534

I Pete T. Cenarrusa, Secretary of State of the State of Idaho, hereby certify that an Application for Registration, duly executed pursuant to the provisions of the Idaho Limited Partnership Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to transact business in this State and attach hereto a duplicate of the Application for Registration.

Dated: November 27, 2000



Pete T. Cenarrusa
SECRETARY OF STATE

By *Natalie Jones*

APPLICATION FOR REGISTRATION OF FOREIGN LIMITED PARTNERSHIP

(Instructions on back of application)

Nov 22 11 09 AM '00

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:

SECRET

1. The name of the limited partnership is Highway 12 Venture Fund, L.P.

2. The name which it shall use in Idaho is _____

3. It was organized under the laws of Delaware on 10/10/2000
(state of organization) (date)

4. The address of its registered or principal office in the state or country under the laws of which it
organized is 1209 Orange Street, Wilmington DE 19801

5. The name and street address of its proposed registered agent in Idaho are C T Corporation System
c/o C T Corporation System, 300 North 6th Street, Boise, Idaho 83702

6. The address at which a list of the names, addresses and contributions of the limited partners is kept is:
163 East Ridgeline, Dr., Boise, ID 83702-6517

(The limited partnership agrees to keep the list until its registration is cancelled or withdrawn.)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
<u>Highway 12 Capital Partners, LLC</u>	<u>163 E RIDGELINE DR</u>
_____	<u>BOOSE ID 83702-6517</u>
_____	_____
_____	_____
_____	_____

Dated Oct 30, 2000

By Robert D. KRAUS (ROBERT D. KRAUS)
A General Partner

Revised 8/97

SECRETARY OF STATE

11/22/2000 09:00
CK: 105124336 CT: 3590 DN: 362392

1 @ 100.00 = 100.00 REG FOR LP # 2

State of Delaware
Office of the Secretary of State

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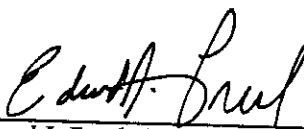
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HIGHWAY 12 VENTURE FUND, L.P." IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTEENTH DAY OF OCTOBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel, Secretary of State

AUTHENTICATION: 0732329

DATE: 10-13-00