

THIRD AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

OF

DBSI/TRI XXIV LIMITED PARTNERSHIP

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STATE OF IDAHO)
) ss.
County of Ada)

We the undersigned General Partner of DBSI/TRI XXIV Limited Partnership for themselves and as attorney-in-fact for the Limited Partners, desiring to further amend the Certificate of Limited Partnership filed with the Secretary of State, State of Idaho, on December 14, 1988 as Filing No. L01487 and all amendments thereto (collectively called the Certificate) to acknowledge the change in ownership of one limited partnership unit pursuant to the laws of the State of Idaho, hereby certify as follows:

1. The ownership of one limited partnership unit has been transferred from Donald C. Kieffer to Donald C. Kieffer Living Trust, Donald C. Kieffer, Trustee.
2. Donald C. Kieffer has withdrawn as a limited partner.
3. Donald C. Kieffer Living Trust, Donald C. Kieffer, Trustee, has been admitted as a Limited Partner.
4. The name and place of residence or business of the new Limited Partner in the Partnership and the amount of cash or agreed value of any other property or services contributed are as follows:

Name	Place of Residence or Business	Contribution
Donald C. Kieffer Living Trust, Donald C. Kieffer, Trustee	Rt. 1 Box 218 Elkhart Lake, WI 53020	\$50,000

Dated, executed and sworn to this 4 day of Sept., 1990, Boise, Idaho.


DBSI Housing Inc.
(General Partner)

By: [Signature]
Charles E. Hassard
Vice President -
Partnership Operations

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Pursuant to the special power of attorney granted to the General Partner in Article XI of the Articles of Limited Partnership of DBSI/TRI XXIV Limited Partnership, the General Partner DBSI Housing Inc., hereby executes this Certificate for and in behalf of the following Limited Partners: Wendy G. Alke, Julian J. and Sharon L. Bertogliat, Esther L. Brekke, CGR/ADG Real Estate Investment Fund, Roy J. Ellsworth, M.D., Michael A. Esch, Lynn D. and Sharon K. Freed, Roger Haagenon, Durward G. and Burnell E. Johnson, Terry D. Johnson, Donald C. Kieffer, John B. Kinkead, Arthur W. Kootz 1977 Trust, Bobby A. and Kit E. Kunze, Janice D. Leister, Donald W. Longshore, Frants E. Madsen, Joseph P. and Marie C. Nunes, Harry A. and Betty Nusbaum, Cheryl Petersen, Orville L. Tarter, Edward B. Thompson, Donald A. Traxler, Gerald B. and Judith A. Van Grunsven, William F. Widmoyer, Harold W. and Judith D. Conklin, Donald C. Kieffer Living Trust, Donald C. Kieffer, Trustee.

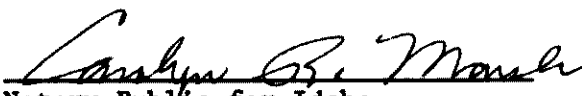
DBSI Housing Inc.
(General Partner)

By: 
Charles E. Hassard
Vice President -
Partnership Operations

STATE OF IDAHO)
) ss.
County of Ada)

On this 4 day of September, 1990, before me, a Notary public in and for said State, personally appeared CHARLES E. HASSARD, known to me to the VICE PRESIDENT - PARTNERSHIP OPERATIONS of the above named corporation, and that he, as such officer, being authorized so to do, executed the foregoing instrument as a General Partner of DBSI/TRI XXIV Limited Partnership.

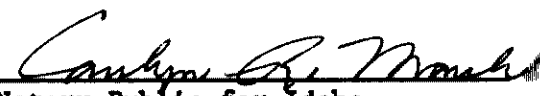
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public for Idaho
Residence: Boise, Idaho
My commission expires Feb. 1, 1994

STATE OF IDAHO)
) ss
County of Ada)

On this 4 day of Sept., 1990, before me, the undersigned, a Notary Public in and for said State, personally and individually appeared CHARLES E. HASSARD, known to me to be the VICE PRESIDENT - PARTNERSHIP OPERATIONS of the above named corporation, and that he, as such officer, being authorized so to do, executed the foregoing instrument as a General Partner of DBSI/TRI XXIV Limited Partnership by power of attorney for the limited partners.

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
Residence: Boise
My Commission Expires: Feb 1, 1994