

CERTIFICATE OF LIMITED PARTNERSHIP

THE UNDERSIGNED, desiring to form a limited partnership under the Limited Partnership Law of the State of Idaho, make this Certificate for that purpose.

1. Name. The name of the partnership shall be "GMMK-B, AN IDAHO LIMITED PARTNERSHIP".

2. Purpose. The purpose of the partnership is for real estate development and investment, and to transact all lawful business for which partnerships may be organized under the Limited Partnership Law of Idaho.

3. Location. The location of the partnership's principal place of business is Glenbrook Drive, Hailey, Idaho, 83333.

4. Members and Designation. The names and business addresses of the partners and their designation as general or limited partners are:

General Partner

Robert J. Glenn

Address

P.O. Box 1814
Hailey, Idaho

Limited Partners

Robert J. Glenn

Address

P.O. Box 1814
Hailey, Idaho

G.M. McStay

P.O. Box 307
Bellevue, Idaho

G. L. Martens

1139 Falls Ave. East
Twin Falls, Idaho 83301

5. Term. The term for which this partnership is to exist is ten (10) years.

6. Initial Contribution of Limited Partners. Each of the Limited Partners shall provide cash in the amount set opposite his name.

Partner

Robert J. Glenn

G.M. McStay

G.L. Martens

Cash Contribution

\$ 100.00

\$ 100.00

\$ 100.00

There is no initial contribution by the General Partner.

7. Subsequent Contributions of Limited Partners. The Limited Partners shall make additional contributions to the Partnership as they may agree from time to time. There shall be no mandatory additional contributions.

8. Profit Shares of Limited Partners. The profits of the Partnership shall be credited to the partners in the proportion set opposite their respective names.

<u>Partners</u>	<u>Percentage</u>
Robert J. Glenn	33.33%
G.M. McStay	33.34%
G.L. Martens	<u>33.33%</u>
	100%

9. Admission of Additional Limited Partners. There shall be no right to admit additional partners except by the written consent of Limited Partners representing an aggregate of at least seventy-five percent (75%) of the total contributions to the Partnership.

10. Registered Agent. the name and address of the registered agent of the Partnership is: Robert J. Glenn, Greenbrook Drive, Hailey, ID 83333.

11. Counterparts. This Agreement may be executed in several counterparts, each of which shall be deemed an original and may be executed by each of the Limited Partners on a separate signature page.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals this 12th day of April, 1990.

General Partner:

Robert J. Glenn
Robert J. Glenn

Limited Partners:

Robert J. Glenn
Robert J. Glenn

G.M. McStay
G.M. McStay

G.L. Martens
G.L. Martens

STATE OF IDAHO)
) ss.
County of Blaine)

On this 12th day of APRIL, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared ROBERT GLENN, known to me to be the signer of the foregoing instrument, who duly acknowledged to me that he executed the same.

WITNESS my hand and seal the day and year in this certificate first above written.

(Seal)

Connie F. Zbarborough
Notary Public for IDAHO
Residing at HAILEY
Commission Expires 2/9/96

STATE OF IDAHO)
) ss.
County of Blaine)

On this 12th day of APRIL, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared G.M. McSTAY, known to me to be the signer of the foregoing instrument, who duly acknowledged to me that he executed the same.

WITNESS my hand and seal the day and year in this certificate first above written.

(Seal)

Connie F. Zbarborough
Notary Public for IDAHO
Residing at HAILEY
Commission Expires 2/9/96

STATE OF IDAHO)
) ss.
County of Blaine)

On this 12th day of APRIL, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared G.L. MARTENS, known to me to be the signer of the foregoing instrument, who duly acknowledged to me that he executed the same.

WITNESS my hand and seal the day and year in this certificate first above written.

(Seal)

Connie F. Harborborough
Notary Public for IDAHO
Residing at HAILEY
Commission Expires 2/9/96

rk\gmmkb.1f

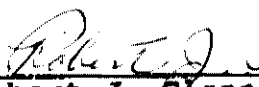
RECEIVED
SEC. OF STATE

90 DEC 3 AM 10 55

CONSENT TO USE NAMEGMMK-B, AN IDAHO LIMITED PARTNERSHIP

The undersigned, partners of GMMK Group, an Idaho Limited Partnership, hereby consent to the use and filing of the name GMMK-B, an Idaho Limited Partnership, with the Secretary of State.

Dated November 29, 1990.


Robert J. Glenn


G.M. McStay


G.L. Martens


Robert Korb

rk\gmmk1.k