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CERTIFICATE OF LIMITED PARTNERSHIP
OF
515 MAIN ASSOCIATES LIMITED PARTNERSHIP

SECRETARY OF
STATE

The undersigned, desiring to form a limited partnership pursuant to the laws of the State of Idaho and being all the members of such limited partnership, having signed and sworn to this Certificate, certify as follows:

1. Name. The name of the limited partnership is 515 MAIN ASSOCIATES LIMITED PARTNERSHIP.

2. Business. The character of the business of the partnership is REAL ESTATE DEVELOPMENT AND MANAGEMENT.

3. Principal Place of Business. The location of the principal place of business of the partnership shall be at LEWISTON, IDAHO, or at such other place as may from time to time be designated by the general partners.

4. Names, Addresses and Designations of Partners.

The general partners are: R. RONALD WELLS
JULIE W. WELLS

The limited partners are: R. RONALD WELLS
JULIE W. WELLS

5. Term. The partnership shall commence on the date on which this certificate is filed. It shall continue until terminated as provided in the Limited Partnership Agreement of the 515 MAIN ASSOCIATES LIMITED PARTNERSHIP dated 1 July, 1982.

6. Contributions by General Partners:

R. RONALD WELLS	\$ 7,500.00
JULIE W. WELLS	7,500.00

7. Contributions by Limited Partners:

R. RONALD WELLS	\$22,500.00
JULIE W. WELLS	22,500.00

8. Additional Contributions by Limited Partners. The limited partners are not required to make any additional contributions to the partnership.

9. Return of Contributions of Limited Partners. The time when the contributions of each limited partner is to be returned is upon termination and dissolution of the partnership.

10. Limited Partner's Share in Income. The net profits or net losses as determined for federal income tax purposes shall be credited or charged to the general and limited partners in the manner set out in the partnership agreement with the Limited Partners receiving all profits and investment tax credit for the first five and one-half (5½) years and thereafter sharing with the General Partners in proportion to units owned and losses shared in proportion to units owned by Limited and General Partners.

11. Substitution of Limited Partners. A Limited Partnership interest may only be assigned with the consent of the General Partners accompanied by acceptance of the terms of the partnership agreement in a form satisfactory to the General Partners. A Limited Partner may, however, assign his interest in partnership income and capital without any right in the assignee in the partnership other than the assigned interest. No assignment may be made to a minor or incompetent except through a conservator, custodian or trustee.

12. Admission of Additional Limited Partners. There are no restrictions on the admission of additional Limited Partners.

13. Priorities Among Limited Partners. There are not priorities among Limited Partners.

14. Continuation of Business. The business of the partnership may be continued upon the death, retirement or incapacity of a general partner.

15. Right to Receive Property Other Than Cash. No limited partner is given the right to demand and receive property other than cash in return for his contribution, except that, upon dissolution of the partnership, if the general partners deem it in the best interests of the partnership, they may distribute assets of the partnership to the partners in kind in accordance with the provisions of paragraph 19 of the agreement.

16. Registered Agent. The name and address of the registered agent for the 515 MAIN ASSOCIATES LIMITED PARTNERSHIP is:

R. RONALD WELLS
111 E. First St.
Moscow, Idaho 83843

IN WITNESS WHEREOF, the certificate is signed and sworn
to this 1st day of July, 1982.

LIMITED PARTNERS:




R. RONALD WELLS

GENERAL PARTNER:



R. RONALD WELLS



JULIE W. WELLS

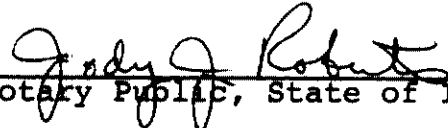


JULIE W. WELLS

STATE OF IDAHO)
) ss.
County of Nez Perce)

On this the 19th day of July, 1982, before me, the
undersigned, a Notary Public in and for the State of Idaho,
personally appeared R. RONALD WELLS and JULIE W. WELLS who
are personally known to me and, being first duly sworn,
subscribed the above instrument.

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



Notary Public, State of Idaho