

CERTIFICATE OF LIMITED PARTNERSHIP

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THIS CERTIFICATE OF LIMITED PARTNERSHIP, with respect to the Limited Partnership Winston-Meridian Inv. Gp. #2 is executed in accordance with the requirements of §53-202, Idaho Code STATE

1. The name under which the Partnership is and shall be conducted is:

WINSTON-MERIDIAN INVESTMENT GROUP #2

2. The character of the business which may be transacted by the Partnership is to purchase, acquire, own, hold, develop, lease (either as lessor or as lessee), subdivide, sell or otherwise dispose of real property and improvements and interests therein wherever located, and to perform all acts and do all things necessary or convenient thereto.

3. The location of the principal place of business of the Partnership is at Boise, in the County of Ada, State of Idaho.

4. The name and place of residence of the General Partner is:

Name

Residence

Roger W. Wood

3227 Morris Hill Road
Boise, Idaho 83706

The name and place of residence of each Limited Partner is:

Name

Residence

Vince Meghrouni

1000 S. Anaheim Blvd. #102
Anaheim, CA. 92805

Mark Meghrouni

1000 S. Anaheim Blvd. #102
Anaheim, CA. 92805

Mr. & Mrs. C. Van Brakel

8272 Forelle Dr.
Huntington Beach, CA. 92646

Roger W. & Verne D. Wood

3227 Morris Hill Rd.
Boise, ID. 83706

Robert & Juanita Lefever

17609 Trosa St.
Granada Hills, CA. 91344

Donald D. Rae

1843 Broadway
Boise, ID. 83706

T. Clyde Freeland

% Sutro & Co.
7700 Edgewater Dr.
Oakland, CA. 94621

~~Melvin Baoford~~

~~%PERCO~~
~~151 Helen St.~~
~~So. Plainfield, NJ 07080~~

Rose Klimist

9634 High Meadow
Houston, Texas 77063

The term "Partner", as used herein, may be used interchangeably to refer to either the General Partner or any Limited Partners.

5. The partnership shall be dissolved by:

(a) The withdrawal, retirement, death, insanity or bankruptcy of the General Partner.

(b) After December 31, , upon request by any Partner.

(c) All of the Partners mutually agree to dissolve the Partnership.

The death, insanity, bankruptcy or withdrawal of a Limited Partner shall not of itself dissolve the Partnership.

The term for which the Partnership shall exist shall be the period of time until the Partnership is dissolved as provided in this paragraph.

6. The amount of cash and other property agreed to be contributed by each Limited Partner to the Partnership is:

<u>Partner</u>	<u>Contribution</u>
Vince Meghrouni	\$2035.00
Mark Meghrouni	\$2035.00
Mr. & Mrs. C. Van Brakel	\$2035.00
Roger & Verne Wood	\$1010.00 \$3045 -
Roger W. Wood, as Gen. Ptnr.	\$1370.00
Robert & Juanita Lefever	\$2035.00
Donald D. Rae	\$2035.00
T. Clyde Freeland	\$2035.00
Meivin Basford	\$2035.00
Rose Klimist	\$2035.00



7. No Limited Partner shall be liable for any other contribution to the Partnership except as provided in paragraph 6, above.

8. Until such time as all contributions by the Limited Partners to the Partnership shall be returned to the Limited Partners together with an amount equal to ten percent (10%) per annum on said contributions, fifty percent (50%) of the distributable cash of the Partnership shall be

distributed solely to the Limited Partners and the remainder shall be distributed to all Partners, General and Limited, in accordance with the percentage that each shares in the net profits of the Partnership.

9. The share of net profits or the other net compensation by way of income to which each Limited Partner shall be entitled (based upon the entire net profits and net income of the Partnership as being 100 units) is:

<u>Limited Partners</u>	<u>Share of Net Profits (in Units)</u>
Vince Meghrouni	10 units
Mark Meghrouni	10 units
Mr. & Mrs. C. Van Brakel	10 units
Roger W. & Verne D. Wood	5 units (15) (RW)
***Roger W. Wood, as General Partner	15 units
Robert & Juanita Lefever	10 units
Donald D. Rae	10 units
T. Clyde Freeland	10 units
Melvin Basford	10 units
Rose Klimist	10 units

A Limited Partner shall not receive compensation or income from the Partnership other than the share of net profits of the Partnership above set forth.

10. A Limited Partner shall be authorized to substitute an assignee as the contributor to the capital of the Partnership in his place and stead only with the approval in writing of the General Partner. In the event of the substitution of an assignee (with the approval of the General Partner) that assignee shall replace the Limited Partner for whom he is a substituted assignee in paragraphs 4, 6 and 9 of this Certificate.

A Limited Partner shall be authorized to assign and transfer his interest in the Partnership to an assignee or assignees only following approval by the General Partner. If the assignment and transfer is approved by the General Partner, the assignee shall assume the status of a Limited Partner in replacement of the Limited Partner whose interest was so assigned, and paragraphs 4, 6 and 9 of this Certificate shall be amended accordingly.

11. Additional Limited Partners may be admitted to that status in the Partnership upon approval of the General Partner, in which event this Certificate shall be amended accordingly.

12. No Limited Partner is given or may exercise any priority over other Limited Partners as to contributions to the capital of the Partnership or sharing in the net profits or other compensation by way of net income of the Partnership.

13. In the event of the death, insanity, bankruptcy, or withdrawal of the General Partner, the Partnership shall be dissolved.

14. At such time and under circumstances entitling a Limited Partner to the return of his contribution to the capital of the Partnership, the Limited Partner may not demand that he receive property other than cash in return for that contribution of capital.

EXECUTED this 30th day of December, 1981.

GENERAL PARTNER:

Roger W. Wood
ROGER W. WOOD

LIMITED PARTNERS:

James S. Wood

W. H. Wood

James D. Lee
James D. Lee 1/22/82
1-1882
PFA

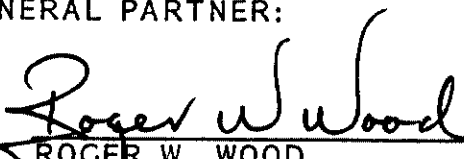
12. No Limited Partner is given or may exercise any priority over other Limited Partners as to contributions to the capital of the Partnership or sharing in the net profits or other compensation by way of net income of the Partnership.

13. In the event of the death, insanity, bankruptcy, or withdrawal of the General Partner, the Partnership shall be dissolved.

14. At such time and under circumstances entitling a Limited Partner to the return of his contribution to the capital of the Partnership, the Limited Partner may not demand that he receive property other than cash in return for that contribution of capital.

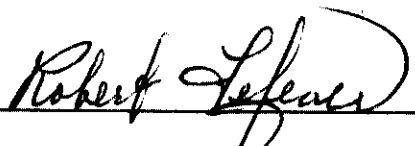
EXECUTED this 30th day of December, 1981.

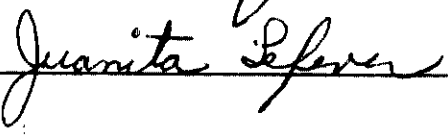
GENERAL PARTNER:



ROGER W. WOOD

LIMITED PARTNERS:





12. No Limited Partner is given or may exercise any priority over other Limited Partners as to contributions to the capital of the Partnership or sharing in the net profits or other compensation by way of net income of the Partnership.

13. In the event of the death, insanity, bankruptcy, or withdrawal of the General Partner, the Partnership shall be dissolved.

14. At such time and under circumstances entitling a Limited Partner to the return of his contribution to the capital of the Partnership, the Limited Partner may not demand that he receive property other than cash in return for that contribution of capital.

EXECUTED this 30th day of December, 1981.

GENERAL PARTNER:

Roger W. Wood
ROGER W. WOOD

LIMITED PARTNERS:

L.S.

Donald D. Lee

L.S.

x _____

x John K. Van Brunt

12. No Limited Partner is given or may exercise any priority over other Limited Partners as to contributions to the capital of the Partnership or sharing in the net profits or other compensation by way of net income of the Partnership.

13. In the event of the death, insanity, bankruptcy, or withdrawal of the General Partner, the Partnership shall be dissolved.

14. At such time and under circumstances entitling a Limited Partner to the return of his contribution to the capital of the Partnership, the Limited Partner may not demand that he receive property other than cash in return for that contribution of capital.

EXECUTED this 30th day of December, 1981.

GENERAL PARTNER:

Roger W Wood
ROGER W. WOOD

LIMITED PARTNERS:

James S. Wood
W. Scott Johnson
Roger W Wood
x Clyde Ireland

12. No Limited Partner is given or may exercise any priority over other Limited Partners as to contributions to the capital of the Partnership or sharing in the net profits or other compensation by way of net income of the Partnership.

13. In the event of the death, insanity, bankruptcy, or withdrawal of the General Partner, the Partnership shall be dissolved.

14. At such time and under circumstances entitling a Limited Partner to the return of his contribution to the capital of the Partnership, the Limited Partner may not demand that he receive property other than cash in return for that contribution of capital.

EXECUTED this 30th day of December, 1981.

GENERAL PARTNER:

ROGER W. WOOD

LIMITED PARTNERS:

x Mar P. Pyle

x Vincent S. Megloun

STATE OF IDAHO)
) ss.
County of Ada)

Sworn to and subscribed before me
/ On this 6TH day of JANUARY, 1982, before me, a Notary
Public in and for said State, personally appeared ROGER W. WOOD,
known to me to be the person whose name is subscribed to the within
instrument and acknowledged to me that he executed the same.

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

Clifford J. Whitman
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF IDAHO)
) ss.
County of ADA)

Sworn to and subscribed before me
/ On this 6TH day of JANUARY, 1982, before me, a Notary
Public in and for said State, personally appeared VERNE D. WOOD,
known to me to be the person whose name is subscribed to the within
instrument and acknowledged to me that he executed the same.

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

Clifford J. Whitman
Notary Public for IDAHO
Residing at BOISE

STATE OF IDAHO)
) ss.
County of ADA)

On this 6TH day of JANUARY, 1982, before me, a Notary
Public in and for said State, personally appeared _____
known to me to be the person whose name is subscribed to the within
instrument and acknowledged to me that he executed the same.

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

Clifford J. Whitman
Notary Public for IDAHO
Residing at BOISE

STATE OF IDAHO)
) ss.
County of Ada)

On this _____ day of _____, 198__, before me, a Notary Public in and for said State, personally appeared ROGER W. WOOD, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

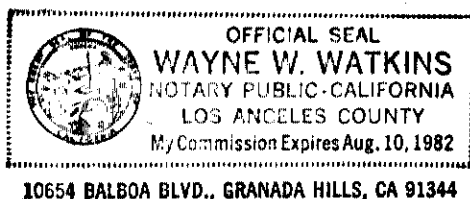
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public for Idaho
Residing at Boise, Idaho

STATE OF CALIFORNIA)
) ss.
County of LOS ANGELES)

Sworn to and subscribed before me
On this 8th day of JANUARY, 1982, before me, a Notary Public in and for said State, personally appeared ROBERT LEFEVER AND JUANITA LEFEVER known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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



Wayne W. Watkins
Notary Public for Albion County and State
Residing at 10654 Balboa Blvd
Granada Hills, Los Angeles County,
California

STATE OF _____)
) ss.
County of _____)

On this _____ day of _____, 198__, before me, a Notary Public in and for said State, personally appeared _____, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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 _____
Residing at _____

STATE OF IDAHO)
) ss.
County of Ada)

On this _____ day of _____, 198__, before me, a Notary Public in and for said State, personally appeared ROGER W. WOOD, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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
Residing at Boise, Idaho

STATE OF California)
) ss.
County of Orange)

Sworn to and subscribed before me
/ On this 5th day of January, 1982, before me, a Notary Public in and for said State, personally appeared Mark P. Meghrouni known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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



Karen R. Mathews
Notary Public for Orange County
Residing at 8832 Blossom
Garden Grove, Ca.

STATE OF California)
) ss.
County of Orange)

Sworn to and subscribed before me
/ On this 5th day of January, 1982, before me, a Notary Public in and for said State, personally appeared Vincent S. Meghrouni known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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



Karen R. Mathews
Notary Public for Orange County
Residing at 8832 Blossom
Garden Grove, Ca.

STATE OF Idaho)
County of Ada) ss.

Sworn to and subscribed before me
/On this 12 day of January, 1982, before me, a Notary
Public in and for said State, personally appeared Donald D. Rae,
known to me to be the person whose name is subscribed to the within
instrument and acknowledged to me that he executed the same.

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

Pat C. Ellison
Notary Public for State of Idaho
Residing at Boise Idaho

STATE OF _____)
County of _____) ss.

On this _____ day of _____, 198__, before me, a Notary
Public in and for said State, personally appeared _____,
known to me to be the person whose name is subscribed to the within
instrument and acknowledged to me that he executed the same.

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 _____
Residing at _____

STATE OF _____)
County of _____) ss.

On this _____ day of _____, 198__, before me, a Notary
Public in and for said State, personally appeared _____,
known to me to be the person whose name is subscribed to the within
instrument and acknowledged to me that he executed the same.

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 _____
Residing at _____

STATE OF Idaho)
County of Ada) ss.

Sworn to and subscribed before me
/On this 12 day of January, 1982, before me, a Notary
Public in and for said State, personally appeared Donald D. Rae,
known to me to be the person whose name is subscribed to the within
instrument and acknowledged to me that he executed the same.

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

Pat C. Ellison
Notary Public for State of Idaho
Residing at Boise, Idaho

STATE OF IDaho)
County of ADA) ss.

Sworn to and subscribed before me
/On this 22 day of JANUARY, 1982, before me, a Notary
Public in and for said State, personally appeared T. SNIEGIBSON,
known to me to be the person whose name is subscribed to the within
instrument and acknowledged to me that he executed the same.

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

Robert D. Hansen
Notary Public for Idaho
Residing at Boise, Idaho

STATE OF _____)
County of _____) ss.

On this 22 day of JANUARY, 1982, before me, a Notary
Public in and for said State, personally appeared _____,
known to me to be the person whose name is subscribed to the within
instrument and acknowledged to me that he executed the same.

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 _____
Residing at _____

STATE OF Kuh)
County of Asa) ss.

Sworn to and subscribed before me
/On this 12 day of January, 1982, before me, a Notary
Public in and for said State, personally appeared Donald D. Rae,
known to me to be the person whose name is subscribed to the within
instrument and acknowledged to me that he executed the same.

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

Pat C. Ellison
Notary Public for State of Idaho
Residing at Boise Idaho

STATE OF California)
County of Los Angeles) ss.

Sworn to and subscribed before me
/On this 26th day of January, 1982, before me, a Notary
Public in and for said State, personally appeared Julie K. VanBrakel
known to me to be the person whose name is subscribed to the within
instrument and acknowledged to me that she executed the same.

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



Jacquelyn Hart
Notary Public for Los Angeles
Residing at Torrance, CA

STATE OF California)
County of Los Angeles) ss.

Sworn to and subscribed before me
/On this 26 day of January, 1982, before me, a Notary
Public in and for said State, personally appeared C. VanBrakel,
known to me to be the person whose name is subscribed to the within
instrument and acknowledged to me that he executed the same.

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



Jacquelyn Hart
Notary Public for Los Angeles
Residing at Torrance, CA

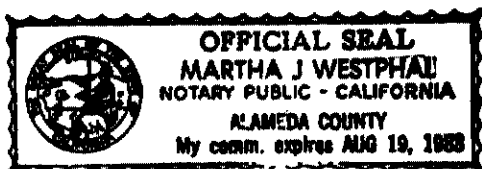
STATE OF CALIFORNIA) ss.

County of ALAMEDA)

Sworn to and subscribed before me

On this 18th day of JANUARY, 1982, before me, a Notary Public in and for said State, personally appeared CLYDE FREELAND known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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



Martha J Westphal
Notary Public for ALAMEDA COUNTY
Residing at OAKLAND, ALAMEDA,
CALIFORNIA

STATE OF _____)
) ss.
County of _____)

On this _____ day of _____, 198__, before me, a Notary Public in and for said State, personally appeared _____, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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 _____
Residing at _____

STATE OF _____)
) ss.
County of _____)

On this _____ day of _____, 198__, before me, a Notary Public in and for said State, personally appeared _____, known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same.

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 _____
Residing at _____