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SPORT FISHING FILM PRODUCTION (1989),

AN IDAHO LIMITED PARTNERSHIP

CERTIFICATE OF LIMITED PARTNERSHIP

WILLIAM EVANS, hereinafter called "General Partner", and the undersigned, CHRISTOPHER T. DUPONT, INC., an Idaho corporation, "Limited Partner", hereby form a Limited Partnership and in respect thereto certify as follows:

1. The name of the Limited Partnership is SPORT FISHING FILM PRODUCTION (1989), AN IDAHO LIMITED PARTNERSHIP.

2. The purpose of the Limited Partnership is to develop, produce and exploit for television use and for video film sales a marlin fishing film to be filmed by the General Partner during 1989, in Mexico, Hawaii and Australia and, in general, to do and perform everything which may be reasonably necessary and proper for the conduct of the Partnership business and for carrying out the purposes hereinabove stated.

3. The initial registered agent is William Evans, 208 Spruce Avenue North, Ketchum, Idaho 83340. The location of the Partnership's principal place of business is 705 Seacliff Drive, Aptos, California 95003.

4. The General and Limited Partner are so designated as shown by their respective names and their respective

addresses in Exhibit A attached hereto and incorporated herein by reference.

5. The term of its existence is until the first of the following occurs:

a. Sale and distribution of all Partnership assets.

b. Election of the General and Limited Partners to terminate the Partnership.

c. Expiration of thirty (30) years from the date of recording this Certificate in the official records of the Idaho Secretary of State.

6. The General and Limited Partners have contributed to the Partnership the amounts shown on Exhibit A attached hereto, and shall be entitled to profits and other distributions in proportion to the capital contributions set forth in Exhibit A hereto; provided, however, that after the Limited Partner has received a return of one hundred percent (100%) of his capital contributions (plus fifteen percent (15%) interest on capital contributions from June 1, 1990, on all returns made after June 1, 1990), the General Partner shall then receive a return of one hundred percent (100%) of his capital contributions, the Limited Partner shall then receive twenty-five percent (25%) of his capital contributions and thereafter, all net profits from television use of the film shall be distributed twenty-five

percent (25%) to the Limited Partner, and seventy-five percent (75%) to the General Partner, and all net profits from video sales of the film shall be distributed ten percent (10%) to the Limited Partner, and Ninety Percent (90%) to the General Partner.

7. A Partner must first offer to sell his interest to the other Partner before sale to an outside party.

8. No right is given to the Partnership to admit an additional Limited Partner.

9. There is no priority of a Partner over another Partner as to contributions or as to compensation by way of income.

10. In the event of the death or bankruptcy of the General Partner, the Partnership is terminated and shall be dissolved unless the Limited Partner elects to form a Partnership and elect a new General Partner.

11. The General Partner shall have the sole right to conduct and control the Partnership business.

IN WITNESS WHEREOF, the parties have executed this Certificate this 24 day of May, 1989.

GENERAL PARTNER

William Evans
William Evans

LIMITED PARTNER

CHRISTOPHER T. DUPONT, INC.,
an Idaho corporation

By Christopher T. DuPont
Christopher T. DuPont



STATE OF CALIFORNIA

COUNTY OF SANTA CRUZ } SS.

On JULY 11, 1989
before me, the undersigned, a Notary Public in and for said County
and State, personally appeared

William EVANS

known to me
to be ONE of the partners of the partnership
that executed the within instrument, and acknowledged to me that
such partnership executed the same.

Signature

Connie Stevenson

FOR NOTARY SEAL OR STAMP



STATE OF IDAHO)
County of Blaine) SS.

On this 24 day of May, 1989, before me, a Notary
Public in and for said State, personally appeared
Christopher T. DuPont, President of Christopher T. DuPont,
Inc., an Idaho corporation, known to me to be the person
whose name is subscribed to the foregoing document and
acknowledged to me that he executed the same.

WITNESS my hand and official seal.

Laura Vaughan
Notary Public for Idaho
Residing at Blaine City

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EXHIBIT A
CONTRIBUTIONS OF PARTNERS

Contribution

GENERAL PARTNER:

William Evans
705 Seacliff Drive
Aptos, CA 95003

\$ 10,000

LIMITED PARTNER:

Christopher T. DuPont, Inc.
P.O. Box 727
Ketchum, ID 83340

\$ 10,000

Total

\$ 20,000

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