



Department of State.

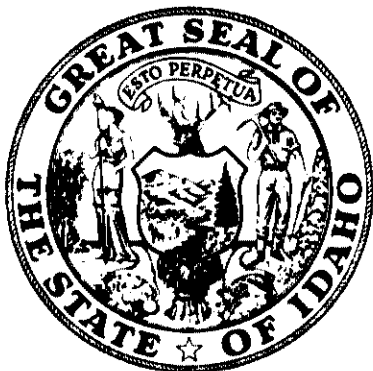
**CERTIFICATE OF REGISTRATION
OF**

HARBOR CENTER - OSPREY LIMITED PARTNERSHIP

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **PRIME FINANCIAL PARTNERS L.P.** for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to **PRIME FINANCIAL PARTNERS L.P.** to transact business in this State under the name **HARBOR CENTER - OSPREY LIMITED PARTNERSHIP** and attach hereto a duplicate original of the Application for Registration.

Dated **January 27, 1989**



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sam J. Clark*

**APPLICATION FOR REGISTRATION OF
FOREIGN LIMITED PARTNERSHIP**

To the Secretary of State of the State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in your State, and for that purpose submits the following statement:

JAN 27 10 22 AM '88
CLERK OF STATE

1. The name of the limited partnership is PRIME FINANCIAL PARTNERS L.P.
2. The name which it shall use in Idaho is HARBOR CENTER - OSPREY
LIMITED PARTNERSHIP
3. It is organized under the laws of DELAWARE
4. The date of its formation is APRIL 15, 1987
5. The address of its registered or principal office in the state or country under the laws of which it is organized is 4141 N. Scottsdale Road #130 Scottsdale, AZ 85251
6. The name and street address of its proposed registered agent in Idaho are C T CORPORATION SYSTEM, 300 North 6th Street, Boise, Idaho 83701
7. The general character of the business it proposes to transact in Idaho is:
REAL ESTATE OWNERSHIP
8. The names and addresses of all general partners as well as the names and addresses of those limited partners whose contribution is equal to a greater than 5% of the total contribution of all partners.

Name	General or Limited	Address
PRIME PARTNERS LIMITED PARTNERSHIP, an Arizona Limited Partnership	General	4141 N. Scottsdale Road, #130 Scottsdale, Arizona 85251
BRODY, Marvin D.	Limited	4722 N. 24th Street, #350 Phoenix, Arizona 85016
CUMMINGS, Thomas G.	Limited	4141 N. Scottsdale Road, #130 Scottsdale, Arizona 85251
FRANKS, Jerry P.	Limited	4141 N. Scottsdale Road. #130 Scottsdale, Arizona 85251
TOMINAC, Anthony L.	Limited	10228 N. 96th Place Scottsdale, Arizona 85258
WALDMAN, Donald A.	Limited	4722 N. 24th Street, #350 Phoenix, Arizona 85016
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

8. (Continued)

Name	General or Limited	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

9. This Application is accompanied by a certificate certifying to the lawful existence of the limited partnership issued by the proper officer of the jurisdiction in which the certificate of limited partnership is filed or recorded.

Dated January 25, , 19 89 .

By Prime Partners Limited Partnership
[Signature] , Vice President
A General Partner

STATE OF ARIZONA)
) ss:
COUNTY OF MARICOPA)

I, Sally A. Merritt , a notary public, do hereby certify that on this
25th day of January , 19 89 , personally appeared
before me Daniel A. Norman , who being by me first duly sworn,
declared that he is a general partner of PRIME PARTNERS LIMITED PARTNERSHIP

that he signed the foregoing document as a general partner of the limited partnership and that the statements therein contained are true.

[Signature]
Notary Public



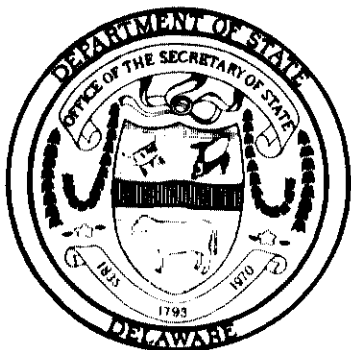
State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY PRIME FINANCIAL PARTNERS L.P. IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins
 Michael Harkins, Secretary of State
 12039054

AUTHENTICATION:

DATE:

01/24/1989