

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

FRANCES JONES MILLS
Secretary



FRANKFORT,
KENTUCKY

184872

FOREIGN LIMITED PARTNERSHIP CERTIFICATE OF PROCESS AGENT

Statement of foreign limited partnership required by Kentucky Statutes designating the address of its registered office to be at 209 SOUTH 5TH STREET

LOUISVILLE, KENTUCKY 40202

and EWING L. HARDY, JR. as process agent, who may be served at the above address for the ROBINWOOD APARTMENT ASSOCIATES,

a foreign limited partnership, organized under the laws of the state of UTAH
SUITE 850, BENEFICIAL LIFE TOWER
and whose home business office address is 36 SOUTH STATE ST, SALT LAKE CITY, UTAH
84111
has been received and filed in this office and said foreign limited partnership is now authorized to transact business in this state, subject to the restrictions imposed by law.



Witness my signature and seal of office this 12TH day
of SEPTEMBER, 19 80, at Frankfort, Kentucky

Frances Jones Mills
SECRETARY OF STATE

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

C O M M O N W E A L T H O F K E N T U C K Y

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary

FRANKFORT,
KENTUCKY

ORIGINAL COPY
FILED

SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

SEP 12 1980

FOREIGN LIMITED PARTNERSHIP

APPLICATION FOR CERTIFICATE OF AUTHORITY

James P. Hill
SECRETARY OF STATE

Pursuant to the provisions of Kentucky Revised Statutes Chapter 362, the ROBINWOOD APARTMENT ASSOCIATES, a foreign limited partnership organized under the laws of the state of Utah, the home office address of which is Suite 850, Beneficial Life Tower, 36 South State Street, Salt Lake City, Utah, 84111, hereby applies for a Certificate of Authority to transact business in the Commonwealth of Kentucky and submits the following therefor:

(1) A certified copy of its articles of partnership and all existing amendments thereto; and

(2) (a) Designates as its process agent Ewing L. Hardy, Jr. whose address is 209 South 5th Street, Louisville, Kentucky, 40202

(b) Designates the same address for its registered office.

Dated

July 14, 1980

Signed

Kenneth A. Johnson
General Partner

INSTRUCTIONS

1. \$35.00 filing fee must accompany the application. Make check payable to Kentucky State Treasurer.
2. Mail filing fee and application with articles of partnership to Secretary of State, Capitol Building, Frankfort, Kentucky 40601.
3. Articles of partnership must be certified by office where articles are filed for record.

13692

NOV 28 1979

W. Sterling Evans, Clerk 3rd Dist. Court

CERTIFICATE OF LIMITED PARTNERSHIP ~~By S/Jennie Gaywood~~
Deputy Clerk

OF

ROBINWOOD APARTMENT ASSOCIATES

1. NAME. The name of the partnership shall be ROBINWOOD APARTMENT ASSOCIATES.
2. PURPOSE. The purpose of the partnership and the character of its business shall be to purchase, improve, hold for investment, operate, sell, exchange, lease and otherwise use certain real property located at Louisville, Kentucky known as the ROBINWOOD APARTMENTS and to engage in all business activities necessary or incidental to the business of real estate development and operation.
3. PLACE OF BUSINESS. The principal place of business of the partnership shall be located at Suite 850 Beneficial Life Tower, 36 South State Street, Salt Lake City, Utah 84111, or at such other place as the general partners may from time to time designate by written notice to the limited partners.
4. GENERAL PARTNERS AND LIMITED PARTNERS. The names and addresses of the general partners are as follows:

Kenneth T. Holman
192 E. 1200 North
Centerville, Utah 84014

William G. Spalthoff
1723 LaGranada Drive
Thousand Oaks, California 91360

The names and addresses of the limited partners are as follows:

Kermit E. & Gertrude P. Beary
5910 Rod Avenue
Woodland Hills, CA. 91367

W. G. & Margaret T. Spalthoff
1723 LaGranada Drive
Thousand Oaks, CA. 91360

H. G. Oltman, Jr.
23411 Dolorosa Street
Woodland Hills, CA. 91367

Leonard H. & Jackie V. Davids
20810 Tiara Street
Woodland Hills, CA. 91367

W. W. Huber, Jr.
4241 N. Hartfield Street
Westlake Village, CA. 91361

Alvin & Janice Clavin
1152 "E" Westlake Blvd.
Westlake Village, CA. 91361

Harry & Beverly A. Pomeranz
37 N. Pinewood Avenue
Agoura, CA. 91301

David M. Kelly
320- No. Blue Ridge
Westlake Village, CA. 91361

Willard R. & Nadine C. Tate
852 Blue Spring Drive
Westlake Village, CA. 91361

Gdeen & Lois Mae Manning
23206 Liahona Pl.
Woodland Hills, CA. 91364

John B. & Juanice P. Yows
22393 Vass Avenue
Woodland Hills, CA. 91364

Darrell L. & Daphne P. Giesecking
8641 Delmonico
Canoga Park, CA. 91304

John W. & Gayle Swarbrick
734 Mondego Pl.
Thousand Oaks, CA. 91360

Walter H. & Jeanne M. Bockwoldt
20337 Alerion Pl.
Woodland Hills, CA. 91364

Alfred K. & Hazel M. Higashi
4218 Manson Avenue
Woodland Hills, CA. 91364

Wallace J. Araicawa
21637 Ambar Drive
Woodland Hills, CA. 91364

George J. Stern
23640 Calvert St.
Woodland Hills, CA. 91367

Louis A. Kurtz, Trustee
Kurtz Family Trust
6135 Woodlake Avenue
Woodland Hills, CA. 91367

5. TERM. The term of the partnership shall commence on the date a Certificate of Limited Partnership is first filed in the office of the County Clerk of Salt Lake County, State of Utah, and shall continue thereafter until December 31, 2009, unless sooner terminated in accordance with the provisions of the partnership agreement or as otherwise provided by law.

6. CAPITAL CONTRIBUTIONS. The amount of cash or agreed value of property representing total capital contributions contributed by each limited partner are as follows:

<u>Name</u>	<u>Amount</u>
Kermit E. & Gertrude P. Beary	\$24,000
W. G. & Margaret P. Spalthoff	6,000
W. W. Huber, Jr.	12,000
Alvin & Janice Clavin	12,000
Harry & Beverly A. Pomeranz	6,000
David M. Kelly	6,000
Willard R. & Nadine C. Tate	12,000
Dale D. Donalson	6,000
Odeen & Lois Mae Manning	12,000
John B. & Juanice P. Yows	12,000
Darrell L. & Daphne P. Giesecking	12,000
John W. & Gayle Swarbrick	12,000
Walter H. & Jeanne M. Bockwoldt	12,000
Alfred K. & Hazel M. Higashi	12,000
Wallace J. Araicawa	12,000
George J. Stern	12,000
Louis A. Kurtz, Trustee Kurtz Family Trust	12,000

7. ADDITIONAL CONTRIBUTIONS. The following additional contributions have been agreed to by each limited partner:

<u>Name</u>	<u>Amount to be Contributed by 1/5/80</u>	<u>Amount to be Contributed by 1/5/81</u>
Kermit E. & Gertrude P. Beary	\$31,000	\$10,000
W. G. & Margaret P. Spalthoff	7,750	2,500
W. W. Huber, Jr.	15,500	5,000
Alvin & Janice Clavin	15,500	5,000
Harry & Beverly A. Pomeranz	7,750	2,500
David M. Kelly	7,750	2,500
Willard R. & Nadine C. Tate	15,500	5,000
Dale D. Donalson	7,750	2,500
Odeen & Lois Mae Manning	15,500	5,000
John B. & Juanice P. Yows	15,500	5,000
Darrell L. & Daphne P. Giesecking	15,500	5,000
John W. & Gayle Swarbrick	15,500	5,000

Walter H. & Jeanne M. Bockwoldt	15,500	5,000
Alfred K. & Hazel M. Higashi	15,500	5,000
Wallace J. Araicawa	15,500	5,000
George J. Stern	15,500	5,000
Louis A. Kurtz, Trustee Kurtz Family Trust	15,500	5,000

8. RETURN OF CONTRIBUTIONS. No time has been agreed upon for the return of contributions to each limited partner.

9. PROFITS AND LOSSES. The net profits and net losses of the partnership in any taxable year, and each item of income, gain, loss, deduction, credit or tax preference shall be divided among, and charged against, the partners proportionately at the end of each taxable year of the partnership in the ratio which the number of interests owned by each of them bears to the total number of interests owned by all of the partners as of that date until such time as all partners have received distributions equal to the total contributions made by all partners. Any distribution in excess shall be apportioned as follows:

(a) Eighty percent (80%) shall be apportioned among the limited partners in the ratio in which the number of interests owned by each of them bears to the total number of interests owned by all of the limited partners.

(b) Twenty percent (20%) shall be apportioned to the general partners.

10. ASSIGNMENT. No assignee of the whole or any portion of a limited partner's interest in the partnership shall

become a substituted limited partner in the place of his assignor unless the following additional conditions are satisfied:

(a) The duly executed assignment setting forth the intention of the assignor that the assignee become a substituted limited partner shall have been filed with the partnership.

(b) The assignee shall have executed and delivered to the partnership such instruments as the general partner may deem necessary or desirable to effect such substitution, including a power of attorney similar in form to that contained in the partnership agreement and a written acceptance and adoption by the assignee of all of the other provisions of the partnership agreement.

(c) The general partners consent in writing to the assignee becoming a substituted limited partner, such consent to be within the absolute discretion of the general partners.

11. ADDITIONAL LIMITED PARTNERS. The general partners may cause the partnership to sell additional interests in the partnership, subject to the following limitations:

(a) Additional interests may not be sold except to the extent the general partners in their sole judgment consider the sale to be desirable for the purpose of raising additional funds needed to carry out the purposes of the partnership.

(b) Additional interests must first be offered to the existing partners in the ratio which the number of interests owned by each of them bears to the total number of interests owned by all of the partners as of that date. One or more of the existing partners may accept the offer with respect to the interests which would otherwise remain unpurchased by existing partners. Any interests which are not purchased by the existing partners may be sold at any time within 120 days after expiration of such offer to other persons, at prices which are not lower and on terms not more favorable than those at which they were offered to the existing partners, and the general partners may admit such other persons as additional limited partners.

12. PRIORITY. No limited partner shall have priority over any other limited partner either as to the return of capital contributions or as to net profits, net losses, or distributions.

13. CONTINUITY OF PARTNERSHIP. Upon the retirement, death, insanity or dissolution of a general partner, the partnership shall be dissolved unless the remaining general partner shall elect to have the partnership continue, which election shall be made by notifying each limited partner within sixty (60) days of the event giving rise to the action, in which event the surviving general partner shall become the sole general partner. Upon the retirement, death, insanity or dissolution of

the surviving general partner, the partnership shall be dissolved unless all of the limited partners elect to continue the partnership and agree in writing within sixty (60) days on a new general partner(s); in which event, the partnership shall not be dissolved and the newly named general partner(s) shall become the successor general partner(s).

14. DEMAND FOR PROPERTY. No limited partner shall be entitled to the return of any amount contributed by him to the capital of the partnership out of any assets other than the assets of the partnership in accordance with the provisions of the partnership agreement.



15. AMENDMENT. Either or both general partners may amend this Certificate from time to time as necessary to admit additional limited partners.

DATED this 27th day of November, 1979.

GENERAL PARTNERS:



Kenneth T. Holman

W. G. Spalthoff

LIMITED PARTNERS:

Kermit E. Beary / Kenneth A. Holman
Kermit E. Beary

Gertrude P. Beary / Kenneth A. Holman
Gertrude P. Beary

H. G. Oltman, Jr. / Kenneth A. Holman
H. G. Oltman, Jr.

Leonard H. Davids / Kenneth A. Holman
Leonard H. Davids

Jackie V. Davids / Kenneth A. Holman
Jackie V. Davids

W. W. Huber, Jr. / Kenneth A. Holman
W. W. Huber, Jr.

Alvin Clavin / Kenneth A. Holman
Alvin Clavin

Janice Clavin / Kenneth A. Holman
Janice Clavin

Margaret T. Spalthoff / Kenneth H. Homan
Margaret T. Spalthoff

Harry Pomeranz / Kenneth H. Homan
Harry Pomeranz

Beverly A. Pomeranz / Kenneth H. Homan
Beverly A. Pomeranz

David M. Kelly / Kenneth H. Homan
David M. Kelly

Willard R. Tate / Kenneth H. Homan
Willard R. Tate

Nadine C. Tate / Kenneth H. Homan
Nadine C. Tate

Dale D. Donaldson / Kenneth H. Homan
Dale D. Donaldson

Odeen Manning / Kenneth H. Homan
Odeen Manning

Lois Mae Manning / Kenneth H. Homan
Lois Mae Manning

John B. Yows / Kenneth H. Holman
John B. Yows

Juanice P. Yows / Kenneth H. Holman
Juanice P. Yows

Darrell L. Giesecking / Kenneth H. Holman
Darrell L. Giesecking

Daphne P. Giesecking / Kenneth H. Holman
Daphne P. Giesecking

John W. Swarbrick / Kenneth H. Holman
John W. Swarbrick

Gayle Swarbrick / Kenneth H. Holman
Gayle Swarbrick

Walter H. Bockwoldt / Kenneth H. Holman
Walter H. Bockwoldt

Jeanne M. Bockwoldt / Kenneth H. Holman
Jeanne M. Bockwoldt

Alfred K. Higashi / Kenneth H. Holman
Alfred K. Higashi

Beary, W. G. Spalthoff, Margaret T. Spalthoff, H. G. Oltman, Jr., Leonard H. Davids, Jackie V. Davids, W. W. Huber, Jr., Alvin Clavin, Janice Clavin, Harry Pomeranz, Beverly A. Pomeranz, David M. Kelly, Willard R. Tate, Nadine C. Tate, Dale D. Donalson, Odeen Manning, Lois Mae Manning, John P. Yows, Juanice P. Yows, Darrell L. Giesecking, Daphne P. Giesecking, John W. Swarbrick, Gayle Swarbrick, Walter H. Bockwoldt, Jeanne M. Bockwoldt, Alfred K. Higashi, Hazel M. Higashi, Wallace J. Araicawa, George J. Stern, and Louis A. Kurtz, Trustee Kurtz Family Trust, that that the above instrument was signed in behalf of said persons by authority, and that said Kenneth T. Holman acknowledged before me that as such attorney-in-fact executed the same; and said Kenneth T. Holman acknowledged as attorney-in-fact for the persons named, that the statements in the above instrument are true.

My Commission Expires:
5/10/83

Cheryl Herrera
 Notary Public
 Residing at Salt Lake City, Utah

STATE OF UTAH)
 COUNTY OF SALT LAKE) ss

I, THE UNDERSIGNED, CLERK OF THE DISTRICT COURT OF SALT LAKE COUNTY, UTAH, DO HEREBY CERTIFY THAT THE ANNEXED AND FOREGOING IS A TRUE AND FULL COPY OF AN ORIGINAL DOCUMENT ON FILE IN MY OFFICE AS SUCH CLERK.

WITNESS MY HAND AND SEAL OF SAID COURT THIS 28 DAY OF November 1979

W. STERLING CLERK
 BY Jennie Baywood DEPUTY

AUG 21 1980

W. Sterling Evans, Clerk 3rd Dist. Court

By Jackie Newman
Deputy Clerk

13692

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP
OF ROBINWOOD APARTMENT ASSOCIATES

The Certificate of Limited Partnership of Robinwood Apartment Associates, filed in the clerk's office, Salt Lake County, Utah, on November 28, 1979, is hereby amended as follows:

1. Paragraph 4 of said certificate is hereby amended to add the following limited partners:

Edward E. Borden
10145-1 Larwin Avenue
Chatsworth, CA. 91311

Dale L. and Joan H. Donalson
31901 Kingspark Court
Westlake Village, CA. 91361

Robert L. and Joan R. Hansen
22319 Marilla Street
Chatsworth, CA. 91311

Kenneth T. and Donna M. Holman
192 East 1200 North
Centerville, UT. 84014

Jack C. Kern
23114 Friar Street
Woodland Hills, CA. 91362

William E. and Judith S. McAdam
1446 Suffolk Avenue
Thousand Oaks, CA. 91360

Duane M. Patten
10120 Andasol Avenue
Northridge, CA. 91325

Norvel L. and Carolyn K. Ray
20919 Gault Street
Canoga Park, CA. 91303

Philip M. and Shirley Y. Robbins
1123 Donaire Way
Pacific Palisades, CA. 90272

Henry P. and Devon N. Samosa
7610 Irondale Avenue
Canoga Park, CA. 91306

Carmen F. and Frances Turco
212 Lucero Street
Thousand Oaks, CA. 91360

Robert A. and Seyvella Valery
11912 Clonlee Avenue
Granada Hills, CA. 91344

Nancy A. Yawn and E. Y. Hoyland
304 North Pearl
Natchez, MS. 39120

Larry Wong
19644 Valdez Drive
Tarzana, CA. 91356

2. Paragraph 6 of the Certificate is hereby amended to add the following information with respect to the total capital contributions contributed by the foregoing additional limited partners:

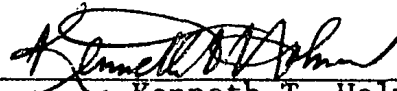
<u>Name</u>	<u>Amount</u>
Edward E. Borden	\$ 9,230
Dale D. and Joan H. Donalson	6,000
Robert L. and Joan R. Hansen	12,000
Kenneth T. and Donna M. Holman	-0-
Jack C. Kern	12,000
William E. and Judith S. McAdam	24,000
Duane M. Patten	12,000
Norvel L. and Carolyn K. Ray	6,000
Philip M. and Shirley Y. Robbins	12,000
Henry P. and Devon N. Samosa	12,000
Carmen F. and Frances Turco	12,000
Robert A. and Seyvella Valery	14,770
Nancy A. Yawn and E. Y. Hoyland	12,000
Larry Wong	12,000

3. Paragraph 7 of the Certificate is hereby amended to add the following information with respect to the additional contributions agreed to by each of the foregoing additional limited partners:

<u>Name</u>	<u>Amount to be Contributed by 1/5/80</u>	<u>Amount to be Contributed by 1/5/81</u>
Edward E. Borden	\$11,924	\$ 3,846
Dale D. and Joan H. Donalson	7,750	2,500
Robert L. and Joan R. Hansen	15,500	5,000
Kenneth T. and Donna M. Holman	13,750	2,500
Jack C. Kern	15,500	5,000
William E. and Judith S. McAdam	31,000	10,000
Duane M. Patten	15,500	5,000
Norvel L. and Carolyn K. Ray	7,750	2,500
Philip M. and Shirley Y. Robbins	15,500	5,000
Henry P. and Devon N. Samosa	15,500	5,000
Carmen F. and Frances Turco	15,500	5,000
Robert A. and Seyvella Valery	19,076	6,154
Nancy A. Yawn and E. Y. Hoyland	15,500	5,000
Larry Wong	15,000	5,000

Dated this 14th day of April, 1980.

GENERAL PARTNERS:

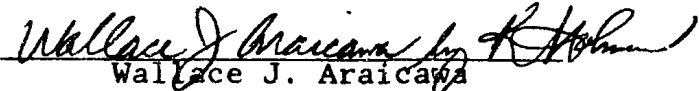


 Kenneth T. Holman



 William G. Spalthoff

LIMITED PARTNERS:



 Wallace J. Araicawa

Kermit E. Beary by K. Holman
Kermit E. Beary

Gertrude P. Beary by K. Holman
Gertrude P. Beary

Walter H. Bockwoldt by K. Holman
Walter H. Bockwoldt

Jeanne M. Bockwoldt by K. Holman
Jeanne M. Bockwoldt

Edward E. Borden by K. Holman
Edward E. Borden

Alvin Clavin by K. Holman
Alvin Clavin

Janice Clavin by K. Holman
Janice Clavin

Dale D. Donaldson by K. Holman
Dale D. Donaldson

Joan H. Donaldson by K. Holman
Joan H. Donaldson

Leonard H. Davids by K. Holman
Leonard H. Davids

Jackie V. Davids by K. Holman
Jackie V. Davids

Darrell L. Gieseck by K Holman
Darrell L. Gieseck

Daphne Gieseck by K Holman
Daphne Gieseck

Robert L. Hansen by K Holman
Robert L. Hansen

Joan R. Hansen by K Holman
Joan R. Hansen

Alfred K. Higashi by K Holman
Alfred K. Higashi

Kenneth T. Holman
Kenneth T. Holman

Donna M. Holman by K Holman
Donna M. Holman

W. W. Huber Jr. by K Holman
W. W. Huber Jr.

David M. Kelly by K Holman
David M. Kelly

Dianne L. Kelly by K Holman
Dianne L. Kelly

Jack C. Kern by K Holman
Jack C. Kern

Louis A. Kurtz by K Holman
Louis A. Kurtz Trustee

Odeen Manning by K. Holman
Odeen Manning

Lois Mae Manning by K. Holman
Lois Mae Manning

William E. McAdam by K. Holman
William E. McAdam

Judith S. McAdam by K. Holman
Judith S. McAdam

H. G. O'Leaman, Jr. by K. Holman
H. G. O'Leaman, Jr.

Duane M. Patzen by K. Holman
Duane M. Patzen

Harry Pomeranz by K. Holman
Harry Pomeranz

Beverly A. Pomeranz by K. Holman
Beverly A. Pomeranz

Norvel L. Ray by K. Holman
Norvel L. Ray

Carolyn K. Ray by K. Holman
Carolyn K. Ray

Philip M. Robbins by K. Holman
Philip M. Robbins

Shirley Y. Robbins by K. Holman
Shirley Y. Robbins

Henry P. Samosa by K. Holman
Henry P. Samosa

Devon N. Samosa by K. Holman
Devon N. Samosa

W. G. Spalhoff by K. Holman
W. G. Spalhoff

Margaret I. Spalhoff by K. Holman
Margaret I. Spalhoff

George J. Stern by K. Holman
George J. Stern

John W. Swarbrick by K. Holman
John W. Swarbrick

Gayle Swarbrick by K. Holman
Gayle Swarbrick

Willard R. Tate by K. Holman
Willard R. Tate

Nadine C. Tate by K. Holman
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Carmen F. Turco by K. Holman
Carmen F. Turco

Frances Turco by K. Holman
Frances Turco

Robert A. Valery by K. Holman
Robert A. Valery

Seyvella Valery by K Holman
Seyvella Valery

Nancy A. Yarn by K Holman
Nancy A. Yarn

E. Y. Hogland by K Holman
E. Y. Hogland

John B. Yows by K Holman
John B. Yows

Juanice Yows by K Holman
Juanice Yows

Larry Wong by K Holman
Larry Wong

STATE OF UTAH)
) : ss.
COUNTY OF SALT LAKE)

On the 14th day of April, 1980, personally appeared before me Kenneth T. Holman, the signer of the above instrument, who being by me first duly sworn, duly acknowledged to me that he executed the same and that the statements contained therein are true.

Bonny Belt
NOTARY PUBLIC
Residing at Salt Lake

My Commission Expires:
1-22-84

RICHARD S. FOX
ROBERT W. EDWARDS
L. R. GARDINER, JR.
HAROLD A. HINTZE
RICHARD G. BROWN
H. ROSS WORKMAN
WALTER J. PLUMB III
WILLIAM D. OSWALD
STEPHEN G. STOKER
HARRY E. MCCOY II
RICHARD I. ASHTON
BLAINE L. CARLTON
J. WINSLOW YOUNG

STEVEN D. PETERSON
RICK D. NYDEGGER
LUKE H. ONG
DAVID M. JORGENSEN
JAMES E. GLEASON, JR.
SCOTT R. JENKINS
RANDALL S. FEIL
FREDRICK H. OLSEN
GEOFFREY R. HEATH
ALLEN R. JENSEN
THOMAS R. VUKSINICK

OF COUNSEL
B. LLOYD POELMAN

*REGISTERED PATENT ATTORNEYS

FOX, EDWARDS & GARDINER ATTORNEYS AT LAW
A PROFESSIONAL CORPORATION
THE BENEFICIAL LIFE TOWER
SUITE 2000
36 SOUTH STATE STREET
SALT LAKE CITY, UTAH 84111
TELEPHONE (801) 521-7751
TELECOPIER (801) 521-5364

September 9, 1980

SECRETARY OF STATE
RECEIVED
SEP 12 1980

COMMONWEALTH OF KENTUCKY

Secretary of State
Capitol Building
Frankfort, Kentucky 40601

RE: Application for Certificate of Authority

Attn: Sandra

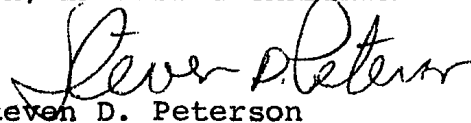
Ladies and Gentlemen:

Please find enclosed herewith an application for a Certificate of Authority for a Foreign Limited Partnership. You will also find enclosed herewith certified copies of the original Certificate of Limited Partnership as well as an amendment to that Certificate of Limited Partnership, both certified by the Clerk of Salt Lake County, the filing office for the partnership.

You will also find enclosed herewith our check in the amount of Thirty Five Dollars (\$35.00) to cover the cost of filing. Please confirm in writing that the material has been properly filed at your earliest convenience.

Very truly yours,

FOX, EDWARDS & GARDINER



Steven D. Peterson

SDP:bb
Enclosures