John onwealth of Fentucky Office of Secretary of State

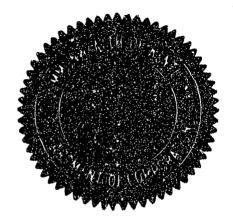
DREXELL R. DAVIS Secretary



FRANKFORT. KENTUCKY

FOREIGN LIMITED PARTNERSHIP CERTIFICATE OF AUTHORITY

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, 40
hereby certify that certified copies of Articles of Limited Partnership of
SPRUCE ASSOCIATES of PORTLAND, OREGON,
a limited partnership organized under the laws of the state of
the home office address of which is 1618 S.W. FIRST AVENUE, SUITE 305
PORTLAND, OREGON
have or has been filed in this office. This foreign limited partnership has complied
with the existing laws of the Commonwealth of Kentucky, and is now authorized to
transact business in this State, subject to the restrictions imposed by law.



Witness my official signature and seal of office at Frankfort,

SECRETARY OF STATE