

WHEN RECORDED MAIL TO:

VALLEY INVESTMENTS, LTD.,  
1031 Riverview Drive  
Gardnerville, Nevada 89410

VALLEY INVESTMENTS, LTD.

AMENDED CERTIFICATE OF LIMITED PARTNERSHIP

We, the undersigned, being the parties signatory to that certain Certificate of Limited Partnership dated the 26th day of January, 1977, do on this 28th day of October, 1977, hereby certify:

1. Authority to Amend:

That pursuant to the provisions of N.R.S. 88.250 and N.R.S. 88.260, the original certificate aforesaid is amended as hereinafter provided.

2. Paragraph 20, "DEATH, RETIREMENT OR DISABILITY OF A GENERAL PARTNER", page 6, the following shall be added:

This limited partnership shall terminate and a new limited partnership will commence upon the appointment of a successor general partner by the surviving limited partners.

IN WITNESS WHEREOF, the parties hereto have signed this Amended Certificate of Limited Partnership on the day and year first above written.

GENERAL PARTNER: [Signature]  
GILLIAN M. ROBERTS

LIMITED PARTNERS: [Signature]  
JESSE GOLDBERG

[Signature]  
JAMES D. OWEN

[Signature]  
MARVIN STUART


[Signature]  
WILLIAM R. TOMERLIN

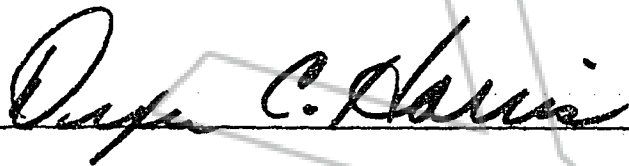
[Signature]  
GILLIAN M. ROBERTS

STATE OF NEVADA        )  
                              :        ss.  
County of Douglas     )

On this 28th day of October, 1977, personally appeared before me, the undersigned Notary Public, GILLIAN M. ROBERTS, JESSE GOLDBERG, JAMES D. OWEN, MARVIN STUART, WILLIAM R. TOMERLIN, who acknowledged that they executed the foregoing instrument for the uses and purposes therein mentioned.

WITNESS my hand and official seal.

 DIXIE C. HARRIS  
Notary Public - State of Nevada  
Douglas County  
My Commission expires Sept. 17, 1981



COPIES

CONSENT AND JOINDER

The undersigned, being the wives of the partners signatory hereto, acknowledge that they, and each of them, are fully cognizant of the intent, terms and provisions of the within and foregoing Amended Certificate of Limited Partnership for Valley INvestments, Ltd., a copy of which is attached hereto and incorporated by reference, and that they, and each of them, fully and freely consent thereto and join therein.

DATED this 28th day of October, 1977.

Beverly E. Roberts  
BEVERLY E. ROBERTS

Virginia Goldberg  
VIRGINIA GOLDBERG

Ann Owen  
ANN OWEN

Myrna L. Stuart  
MYRNA L. STUART

Marsha L. Tomerlin  
MARSHA L. TOMERLIN

DIXIE C. HARRIS  
Notary Public - State of Nevada  
Douglas County  
My Commission expires Sept. 17, 1981



DIXIE C. HARRIS  
Notary Public - State of Nevada  
Douglas County  
My Commission expires Sept. 17, 1981



STATE OF NEVADA ) ss.  
County of Douglas )

On this 28th day of October, 1977, personally appeared before me, the undersigned Notary Public, BEVERLY E. ROBERTS, VIRGINIA GOLDBERG, ANN OWEN, MYRNA L. STUART, MARSHA L. TOMERLIN, who acknowledged that they executed the foregoing instrument for the uses and purposes therein mentioned.

WITNESS my hand and official seal.

Dixie C. Harris

RECORDED BY  
LAWYERS TITLE INS. CORP.  
\$5.00 pd  
1977 NOV -3 AM 11:46

PATRICIA J. WILLIAMS  
RECORDER

-3- Lizeta Slater dep. 14682  
BOOK 1177 PAGE 255