

SECONDED AMENDED CERTIFICATE
OF LIMITED PARTNERSHIP
OF PINE NUT MANOR, LTD.

This Amended Certificate of Limited Partnership is prepared and recorded pursuant to the Uniform Limited Partnership Act as enacted in the State of Nevada.

1. The name of the Partnership is PINE NUT MANOR, LTD..

2. The purpose of the Partnership is to engage in the business of the acquisition and subdivision of certain real property.

3. The location of the principal place of business of the Partnership is Space 38A, Round Hill Shopping Mall, P. O. Box 10990, Zephyr Cove, Nevada 89448.

4. The name and place of residence of the General Partner is:

CARGO INVESTMENT CORPORATION
P. O. Box 10990
Zephyr Cove, Nevada 89448

The name and place of residence of each Limited Partner is:

CARGO INVESTMENT CORPORATION
P. O. Box 10990
Zephyr Cove, Nevada 89448

TURTLE, INC.
P. O. Box 10990
Zephyr Cove, Nevada 89448

RONALD J. McDONALD
P. O. Box 7672
South Lake Tahoe, CA 95731

JIMMIE C. MORRIS
P. O. Box 7672
South Lake Tahoe, CA 95731

B. JANE LOMMEL
P. O. Box 694
South Lake Tahoe, CA 95731

JAMES E. RIEFF
P. O. Box 8861
South Lake Tahoe, CA 95731

5. The Partnership commenced August, 1978 and shall terminate on August, 2028 unless terminated earlier pursuant to the Partnership Agreement.

6. The Limited Partners have contributed the following:

CARGO INVESTMENT CORPORATION	\$ -0-
TURTLE, INC.	25,000
RONALD J. McDONALD	25,000
JIMMIE C. MORRIS	25,000
B. JANE LOMMEL	25,000
JAMES E. RIEFF	25,000

7. No additional capital contributions are agreed to be made by any of the Limited Partners.

8. There is no agreement to return a Limited Partner's capital contribution.

9. The share of profits which each Limited Partner shall receive by reason of his capital contribution is as follows:

TURTLE, INC.	12.5%
RONALD J. McDONALD	12.5%
JIMMIE C. MORRIS	12.5%
B. JANE LOMMEL	12.5%
JAMES E. RIEFF	12.5%

10. A Limited Partner may substitute an assignee as a contributor in his place only with the written consent of the General Partner.

11. There is no right to admit additional limited partners.

12. No right is given any Limited Partner to priority over other Limited Partners as to return of contributions or as to compensation by way of income.

13. No right is given to continue the business on the death, retirement, or insanity of a General Partner.

14. No right is given a Limited Partner to demand and receive property other than cash in return for his contribution.

15. The Limited Partners may terminate the Partnership on a vote of 51% of the outstanding partnership interests. No right is given to vote upon any other matters described in Subsection 2 of NRS 88.080.

DATED this 27th day of July, 1982.

GENERAL PARTNER: CARGO INVESTMENT CORPORATION

By [Signature]
ROBERT D. BOLES, President

LIMITED PARTNERS:

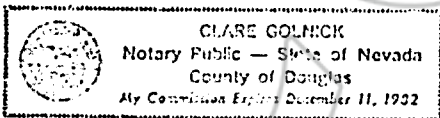
[Signature]
ROBERT D. BOLES,
Attorney-in-fact for
Turtle, Inc., Ronald J.
McDonald, Jimmie C. Morris,
B. Jane Lommel and James
E. Rieff

ACKNOWLEDGMENT

STATE OF NEVADA)
) ss.
COUNTY OF DOUGLAS)

On this 27th day of July, 1982, before me, the undersigned, a Notary Public, personally appeared ROBERT D. BOLES, known to me to be the President of Cargo Investment Corporation and acknowledged to me that he executed the foregoing on behalf of the corporation.

WITNESS my hand and official seal.



[Signature]
NOTARY PUBLIC

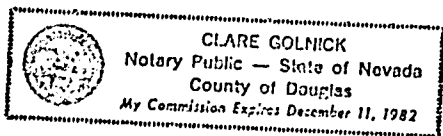
ACKNOWLEDGMENT

STATE OF NEVADA)
) ss.
COUNTY OF DOUGLAS)

On this 27th day of July, 1982, before me, the undersigned, a Notary Public, personally appeared ROBERT D. BOLES, known to me to be the person whose name

is subscribed to the within instrument as the attorney-in-fact of TURTLE, INC., RONALD J. McDONALD, JIMMIE C. MORRIS, B. JANE LOMMEL and JAMES E. RIEFF, and acknowledged to me that he subscribed his name as attorney-in-fact for each of the aforesaid partners.

WITNESS my hand and official seal.



Clare Golnick
NOTARY PUBLIC

COPY

LAW OFFICES
LESTER H. BERKSON
CLARE GOLNICK
P. O. BOX 348
ZEPHYR COVE,
NEVADA 89448
(702) 888-4555

REQUESTED BY
Lester H. Berkson
IN OFFICIAL RECORDS OF
DOUGLAS CO. NEVADA
\$ 7.00 pd.
1982 JUL 29 AM 11:16

SUZANNE BEAUDREAU
RECORDER
Carol J. E. Hart
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