

Filing Fee: \$50.00



49880

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND
02903-1335

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP

Be it Known to All by these Presents, That we, the undersigned, of
Sunset Ranch Limited Partnership

desiring to amend the Certificate of said partnership, under and by virtue of the power conferred by
Chapter 7-13-9 of the General Laws of Rhode Island hereby execute the following Certificate of
Amendment to its Certificate of Limited Partnership.

FIRST. The name of the Limited Partnership is
Sunset Ranch Limited Partnership

SECOND. The date of the filing of the Certificate of Limited Partnership is
May 30, 1986.

THIRD. The Certificate of Limited Partnership (as amended on
May 30, 1986 at 4:05;
July 1, 1986; December 31, 1986; December 31, 1986; April 15, 1988
),

(List all dates of amendment or omit if not applicable)

is amended as follows:

(Insert amendment)

The Partnership has been amended as set forth on Exhibit A attached hereto.

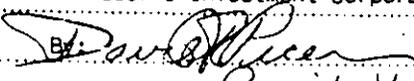
FILED

JAN 17 1996

BY [Signature] 154756

In Testimony Whereof, We have hereunto set our hands and stated our residences this .....  
27<sup>th</sup> day of December A.D. 19 95.

Signature (s) of at least one general partner and by each other general partner(s) designated as a new general partner (s).

.....  
Piceme Investment Corporation, General Partner  
.....  
By:   
.....  
Title: President  
.....  
.....  
.....

State of ~~Arizona~~ ARIZONA

County of ~~Maricopa~~ MARICOPA

} Sc.

At ~~Phoenix~~ Phoenix in said county on the 27<sup>th</sup> day of December  
19<sup>95</sup> before me personally appeared DAVID R. PICERNE  
who being by me first duly sworn, declared that he/she is the President of  
Piceme Investment Corporation, that he/she signed the foregoing document as such  
of the corporation, and that the statements therein are true.

My Commission Expires Mar. 4, 1996   
Notary Public

EXHIBIT A

SIXTH AMENDMENT TO THE AGREEMENT AND CERTIFICATE  
OF LIMITED PARTNERSHIP OF  
SUNSET RANCH LIMITED PARTNERSHIP

The undersigned, previously having formed a Rhode Island limited partnership under the name Sunset Ranch Limited Partnership (the "Partnership"), hereby state that:

A. The name of the Partnership is Sunset Ranch Limited Partnership.

B. The original Agreement of Limited Partnership was filed with the Secretary of State on May 30, 1986, as amended (the "Agreement").

C. Pursuant to an Assignment and Assumption Agreement dated as of January 1, 1996, David A. Kohner ("Assignor") has assigned to David R. Picerne ("Assignee") all of Assignor's right, title, and interest in the Partnership (the "Assigned Interest"), and Assignee has assumed all of the obligations of Assignor under the Agreement with respect to the Assigned Interest.

The purposes of this Amendment to the Partnership Agreement are (i) to provide for the withdrawal of Assignor as a Limited Partner with respect to the Assigned Interest and (ii) provide for the admission of Assignee to the Partnership in the place of Assignor as a Substitute Limited Partner. Capitalized terms used herein and not defined shall have the meanings ascribed to them in the Agreement, as amended.

NOW, THEREFORE, it is hereby agreed as follows:

1. The Schedule attached to the Agreement hereby is amended to (a) delete therefrom the name and address of Assignor, David Kohner, 5314 No. 12th Street, Suite 100, Phoenix, Arizona 85014, and (b) insert "David R. Picerne, 5314 North 12th Street, Suite 100, Phoenix, AZ 85014" in the place of Assignor as a Substitute Limited Partner having all of the rights and obligations of a Limited Partner of the Partnership.

2. The Agreement, as amended hereby, is ratified, approved and confirmed in all respects.

This Amendment is dated as of this 1st day of January, 1995.

GENERAL PARTNER:

PICERNE INVESTMENT CORPORATION

By:   
Its: Executive Vice President

LIMITED PARTNERS:

(Listed on Schedule A to the Agreement)

By: PICERNE INVESTMENT CORPORATION, as  
Attorney-in-Fact

By:   
Title: Executive Vice President