

81-39120 CW

CERTIFICATE OF LIMITED PARTNERSHIP

This certificate has been executed on this 2nd day of April, 1981 by the undersigned to form a limited partnership under Nevada Revised Statutes 88.010 to 88.310 on the following terms:

I.

The name of the partnership is: CAREFREE CALIENTE, LTD.

II.

The character of its business is that of purchasing and operating real estate in Lincoln County, Nevada.

III.

The location of its principal place of business is: P. O. Box 1825, Las Vegas, Nevada 89101 until changed by designation of the General Partners.

IV.

The name, address and amount of investment of each General Partner is as follows:

William G. Rayson
4569 South Brighton Drive
Las Vegas, Nevada 89121

Contribution: \$2,631.58

Lincoln County

Arthur D. Sartini
P. O. Box 1825
Downtown Station
Las Vegas, Nevada 89101

Contribution \$2,631.58

The name, place of residence and amount of investment of
the Limited Partner is as follows:

Clifford M. Houchin
4045 Stockdale Highway
Bakersfield, California 93309

Contribution: \$100,000.00

V.

The partnership is to exist for an indefinite term of
years from the first recording of this certificate. The
partnership may be terminated by the Limited Partner as of the
end of any calendar month, provided that at least sixty (60)
days advance written notice thereof is given to the other
parties.

VI.

The Limited Partner has contributed Twenty Thousand
Dollars (\$20,000) cash toward his full amount of investment of
\$100,000 as set forth in paragraph IV. No property other than
cash shall be contributed by the Limited Partner.

VII.

The deferred balance of Eighty Thousand Dollars (\$80,000)
owed by the Limited Partner is payable over a four (4) year
period in yearly installments, payable on July 1 of each year,
plus interest commencing on the date of recordation of this

Certificate at the rate of 12 percent per annum on the unpaid balance due as of the last preceeding payment. The payment schedule for principal is as follows:

July 1, 1982	\$20,000
July 1, 1983	20,000
July 1, 1984	20,000
July 1, 1985	20,000

VIII.

No time has been agreed upon which the contribution of the Limited Partner is to be returned.

IX.

By reason of his contribution, the Limited Partner shall receive 95 percent of the net profits, but no other compensation by way of income.

X.

The Limited Partner has no right to substitute an assignee as contributor in his place.

XI.

No right is given to the partners to admit additional Limited Partners.

XII.

The remaining General Partner is not obligated to continue the business on the death, retirement, or insanity of the other General Partner.

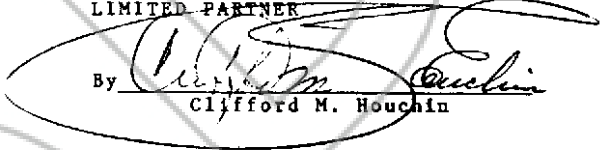
XIII.

No right is given to the Limited Partner to demand or receive property other than cash in return for his contribution.

IN WITNESS WHEREOF the parties hereto have executed this certificate as of the date stated in the first line above.

LIMITED PARTNER

By



Clifford M. Houchin

GENERAL PARTNERS

By

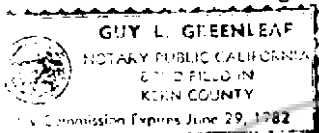

William G. Rayson

By


Arthur D. Sartini

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

On May 27, 1981, personally appeared
before me, a Notary Public, Clifford M. Houchin
who acknowledged that he executed the above instrument.



Clifford M. Houchin

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

On April 2, 1981, personally appeared
before me, a Notary Public, William G. Rayson
who acknowledged that he executed the above instrument.

Sarah Lambert



Notary Public - State of Nevada
CLARK COUNTY
Sarah Lambert
My Commission Expires Aug. 3, 1981

STATE OF NEVADA)
) ss.
COUNTY OF CLARK)

On April 2, 1981, personally appeared
before me, a Notary Public, Armando Santini
who acknowledged that he executed the above instrument.

Sarah Lambert



Notary Public - State of Nevada
CLARK COUNTY
Sarah Lambert
My Commission Expires Aug. 3, 1981

No. 72463
FILED AND RECORDED AT REQUEST OF
Nevada TITLE
June 19, 1981
AT 25 MINUTES PAST 1 O'CLOCK
PM IN BOOK 44 OF OFFICIAL
RECORDS, PAGE 467 LINCOLN
COUNTY, NEVADA.

BARBARO SUTZER
COUNTY RECORDER
Karen Henderson, Deputy