

30th day of
Dec. 1999

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2/9/00

**CERTIFICATE OF LIMITED PARTNERSHIP
REQUIRED BY THE SOUTH DAKOTA
UNIFORM LIMITED PARTNERSHIP ACT**

James Hazelton
SECRETARY OF STATE

RECEIVED
DEC 27 '99
S.D. SEC. OF STATE

_____, being desirous of forming a limited partnership and pursuant of
the statutes of the State of South Dakota authorizing their formation do hereby make and
severally sign the following Certificate, for that purpose:

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DEC 30 '99
S.D. SEC. OF STATE

1. Name. The name under which the partnership is to be conducted is the
Masterson Investments Limited Partnership.
2. Business. The character of the business is to invest in, acquire and dispose
of securities, to hold, develop and lease real estate, personal property and equipment and
other general business activities, and to conduct the general business as thereto related.
3. Principal Place of Business. The location of the principal place of business
of the partnership is 700 West Chicory Circle, Sioux Falls, South Dakota 57108.
4. Registered Office and Agent. The registered agent and registered office,
respectively, for service of process for the limited partnership: Thomas Masterson, 700
West Chicory Circle, Sioux Falls, South Dakota 57108.
5. Partners. The General Partners of the limited partnership are as follows:

<u>Name</u>	<u>Address</u>
Thomas Masterson	700 West Chicory Circle Sioux Falls, South Dakota 57108
Beth Ann Masterson	700 West Chicory Circle Sioux Falls, South Dakota 57108

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The Limited Partners of the limited partnership are as follows:

<u>Name</u>	<u>Address</u>
Thomas Masterson	700 West Chicory Circle Sioux Falls, South Dakota 57108
Beth Ann Masterson	700 West Chicory Circle Sioux Falls, South Dakota 57108

6. Term. The partnership shall begin on the date of filing of this Certificate of Limited Partnership in the office of the Secretary of State of the State of South Dakota and shall continue for 50 years thereafter unless sooner dissolved by law or by agreement of the parties hereto or unless extended by a majority in agreement of the Partners.

7. Additional Contributions. No additional contributions of the Limited Partners have been agreed upon.

8. Return of Contributions. No Limited Partner shall be entitled to withdraw or demand the return of any part of his or her capital contribution except upon dissolution of the partnership.

9. Profits. All annual net profits of the partnership shall be divided among the General and Limited Partners in the same proportions as the Partners' then capital interest accounts, unless retained for the partnership investment and business activities.

10. Assignments. A Limited Partner shall have the right to sell his or her interest in the partnership, but only after such Limited Partner gives to the partnership a sixty (60) day opportunity to purchase such interest, as explained in detail by the partnership.

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11. Additional Limited Partners. The General Partners may admit additional Limited Partner.

12. Continuance of Business Upon the Death, Retirement or Insanity of the Surviving General Partner. The partnership shall dissolve unless continued by the remaining Partners and selecting when necessary a new General Partner. If the last surviving or serving General Partner has died, retired or becomes incapacitated, then the Limited Partners holding an interest in the capital in excess of seventy-five percent (75%) of the capital owned by the Limited Partners may elect to continue the partnership by selecting a new General Partner.

13. Property Other than Cash. A Limited Partner may not demand property other than cash in return for his contribution.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 15th day of December, 1999.

GENERAL PARTNERS:

Thomas Masterson
Thomas Masterson

Beth Ann Masterson
Beth Ann Masterson

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LIMITED PARTNERS:

Thomas Masterson

Thomas Masterson

Beth Ann Masterson

Beth Ann Masterson

STATE OF SOUTH DAKOTA)
:SS
COUNTY OF MINNEHAHA)

On this the 15th day of December, 1999, before me, Bradley C. Grossenburg, the undersigned officer, personally appeared Thomas Masterson and Beth Ann Masterson, General Partners, and Thomas Masterson and Beth Ann Masterson, Limited Partners, the signers of the within instrument, who duly acknowledge to me that they executed the same.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Bradley C. Grossenburg
Notary Public - South Dakota

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RECEIPT NO. 845300

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FEE RECEIVED: \$90

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OF

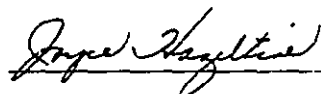
MASTERSON INVESTMENTS LIMITED PARTNERSHIP

Filed at the Request of:

BRADLEY GROSSENBURG
WOODS FULLER SHULTZ & SMITH PC
BOX 5027
SIOUX FALLS SD 57117

State of South Dakota §
Office of the Secretary of State

Filed in the office of the Secretary of
State on December 30, 1999



JOYCE HAZELTINE
Secretary of State