

**STATE OF CALIFORNIA
 CERTIFICATE OF LIMITED PARTNERSHIP—FORM LP-1
 IMPORTANT—Read instructions on back before completing this form**

This Certificate is presented for filing pursuant to Chapter 3, Article 2, Section 15621, California Corporations Code.

NAME OF LIMITED PARTNERSHIP A & B ASSOCIATES, a California Limited Partnership		
STREET ADDRESS OF PRINCIPAL EXECUTIVE OFFICE 555 West Beech Street, Suite 400	3. CITY AND STATE San Diego, CA	4. ZIP CODE 92101
STREET ADDRESS OF CALIFORNIA OFFICE IF EXECUTIVE OFFICE IN ANOTHER STATE N/A	6. CITY San Diego	7. ZIP CODE 92101

COMPLETE IF LIMITED PARTNERSHIP WAS FORMED PRIOR TO JULY 1, 1984 AND IS IN EXISTENCE ON DATE THIS CERTIFICATE IS EXECUTED.

THE ORIGINAL LIMITED PARTNERSHIP CERTIFICATE WAS RECORDED ON _____ 19____ WITH THE
 RECORDER OF _____ COUNTY. FILE OR RECORDATION NUMBER _____

NAMES AND ADDRESSES OF ALL GENERAL PARTNERS: (CONTINUE ON SECOND PAGE, IF NECESSARY)

NAME: **SEBASTIAN INVESTMENTS, a California Limited Partnership**
 ADDRESS: **555 West Beech Street, Suite 400**
 CITY: **San Diego** STATE **California** ZIP CODE **92101**

NAME: _____
 ADDRESS: _____
 CITY: _____ STATE _____ ZIP CODE _____

NAME: _____
 ADDRESS: _____
 CITY: _____ STATE _____ ZIP CODE _____

NAME AND ADDRESS OF AGENT FOR SERVICE OF PROCESS

NAME: **Adam E. Jackson**
 ADDRESS: **555 West Beech Street, Suite 400**
 CITY: **San Diego** STATE **California** ZIP CODE **92101**



TERM FOR WHICH THIS PARTNERSHIP IS TO EXIST

Ten years from filing of LP-1

FOR THE PURPOSE OF FILING AMENDMENTS, DISSOLUTION AND CANCELLATION CERTIFICATES PERTAINING TO THIS CERTIFICATE, THE
 ACKNOWLEDGMENT OF GENERAL PARTNERS IS REQUIRED.

ANY OTHER MATTERS THE GENERAL PARTNERS DESIRE TO INCLUDE IN THIS CERTIFICATE MAY BE NOTED ON SEPARATE PAGES AND BY
 REFERENCE HEREIN IS A PART OF THIS CERTIFICATE. NUMBER OF PAGES ATTACHED

IT IS HEREBY DECLARED THAT I AM (WE ARE) THE PERSON(S) WHO EXECUTED THIS CERTIFICATE OF LIMITED PARTNERSHIP, WHICH EXECUTION IS MY (OUR) ACT AND DEED (SEE INSTRUCTIONS)

	DATE		DATE
NATURE OF GENERAL PARTNER SEBASTIAN INVESTMENTS, a California Limited Partnership		SIGNATURE OF GENERAL PARTNER BY: Adam Jackson, Secretary	
BY: Peter Jackson, Pres.		BY: Adam Jackson, Secretary	
NATURE OF GENERAL PARTNER	DATE	SIGNATURE OF GENERAL PARTNER	DATE
NATURE OF OTHER THAN GENERAL PARTNER		TITLE OR DESIGNATION	DATE

15. THIS SPACE FOR FILING OFFICER USE (FILE NUMBER, DATE OF FILING)

86129 00026

FILED
 In the office of the Secretary of State
 of the State of California

MAY 9 1986

March Fong Eu
MARCH FONG EU, Secretary of State

RETURN ACKNOWLEDGMENT TO:

BY: **MARK A. KRASNER, ESQ.**
SELTZER CAPLAN WILKINS & McMAHON
 Post Office Box X33999
 San Diego, California 92103

VERIFICATION

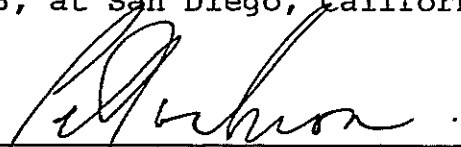
PETER JACKSON DECLARES:

I am the President of ADAM SEBASTIAN, INC., A California corporation, which is General Partner of SEBASTIAN INVESTMENTS, a California Limited Partnership, which is the General Partner named in the foregoing Certificate of Limited Partnership.

I have read the foregoing Certificate of Limited Partnership, know the contents thereof, and acknowledge that such contents are true.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on ^{APRIL} January 7, 1986, at San Diego, California. P.S.



PETER JACKSON

ADAM JACKSON DECLARES:

I am the Secretary of ADAM SEBASTIAN, INC., a California corporation, which is General Partner of SEBASTIAN INVESTMENTS, a California Limited Partnership, which is the General Partner named in the foregoing Certificate of Limited Partnership.

I have read the foregoing Certificate of Limited Partnership, know the contents thereof, and acknowledge that such contents are true.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. P.S.

Executed on ^{APRIL} January 7, 1986, at San Diego, California. P.S.



ADAM JACKSON

