FIRST AMENDMENT TO CERTIFICATE AND AGREEMENT OF LIMITED PARTNERSHIP OF IOLAND LTD.

We hereby amend the Certificate and Agreement of Limited Partnership of Ioland Ltd. recorded September 5, 1972 File No. 1257, Book 29, Page 715 Official Records of Madison County, Iowa, for the following reasons and in the following manner:

Dr. Ronald M. Lawrence and Eleanor Lawrence his wife of 8040 Okean Terrace, Los Angeles, California 90046 have withdrawn from the Limited Partnership as of January 1, 1973 and all of their right, title and interest as Limited Partners in and to the Limited Partnership has been redeemed by the Partnership and the Partnership is obligated to pay to Dr. Ronald M. Lawrence and Eleanor Lawrence his wife as joint tenants the sum of $6,000.00 in redemption of their limited partnership interest.

Therefore, said Certificate and Agreement of Limited Partnership is amended in the following respects:

A. Dr. Ronald M. Lawrence and Eleanor Lawrence his wife of 8040 Okean Terrance, Los Angeles, California 90046 are eliminated as designated limited partners as of January 1, 1973.

B. Paragraph Fourth B is amended to provide for the sum of $22,500.00 in lieu of $27,500.00. Accordingly, a majority in interest of the limited partners are limited partners owning more than $22,500.00 of the original cash capital contribution to the capital of this partnership.

C. Paragraph Seventh is amended by eliminating Dr. Ronald M. Lawrence and Eleanor Lawrence and accordingly the total initial capital contribution of the limited partners shall consist of the sum of $45,000.00 in lieu of $55,000.00.

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MADISON COUNTY, IOWA

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D. The second full paragraph of Paragraph Eighth is amended in full to read as follows: "Profits shall be apportioned between the partners in the following manner: 50% thereof to the General Partners equally as among themselves, and the remaining 50% thereof to the Limited Partners to be divided between the Limited Partners in the same proportions as the initial capital accounts bear each to the other. No additional profits shall inure to any partner by reason of fluctuations in the capital accounts of the partners".

E. The following is hereby added as Paragraph Sixteenth: "POWER OF ATTORNEY. Each of the Limited Partners irrevocably constitutes and appoints any one of the General Partners as his true and lawful attorney in fact, in his name, place, and stead, to make, execute, acknowledge and file any of the following documents, with authority to be limited, however, solely to such documents as the Limited Partners have agreed elsewhere in this Agreement to Execute and Deliver: (i) Any modification or amendment of the Certificate of Limited Partnership, (ii) A Certificate of Fictitious Business Name, (iii) Any other instrument that may be required to be filed by the partnership under the laws of the State of Iowa. This paragraph does not supersede any other paragraph of this Agreement, nor is it to be used to deprive any Limited Partner of his rights under this Agreement, but is intended only to provide a simplified system for execution of documents. This Power of Attorney is coupled with an interest and shall survive the delivery of an assignment of a Limited Partnership interest".

IN WITNESS WHEREOF, the parties have signed this instrument.

Walter A. Wentz
WALTER WENTZ

Pierre Kern
PIERRE KERN

Patrick F. Corkean
PATRICK F. CORKEAN

"General Partners"

Richard C. Pape
RICHARD C. PAPE

Agnes M. Pape
AGNES M. PAPE

Robert L. Nelson
ROBERT L. NELSON

Jay Rothenberg
JAY ROTHENBERG

Gloria E. Rothenberg
GLORIA E. ROTHENBERG

Jack Leener
JACK LEENER

Victor J. Stone
VICTOR J. STONE

"Limited Partners"

Dr. Ronald M. Lawrence
DR. RONALD M. LAWRENCE

Eleanor Lawrence
ELEANOR LAWRENCE

"Withdrawing Limited Partners"

STATE OF CALIFORNIA)
)ss.
COUNTY OF LOS ANGELES)

On June 29, 1973, before me the undersigned, a Notary Public in and for said State, personally appeared WALTER WENTZ known to me to be the person whose name is subscribed to the within instrument and acknowledged that (s)he executed the same.

WITNESS MY HAND AND OFFICIAL SEAL.

Margaret M. Stewart
Notary Public

OFFICIAL SEAL
MARGARET M. STEWART
NOTARY PUBLIC-CALIFORNIA
LOS ANGELES COUNTY
My Commission Expires May 10, 1974

STATE OF CALIFORNIA)
)ss.
COUNTY OF LOS ANGELES)

On ~~May~~ Aug. 3, 1973, before me the undersigned, a Notary Public in and for said State, personally appeared JAY ROTHENBERG known to me to be the person whose name is subscribed to the within instrument and acknowledged that (s)he executed the same.

WITNESS MY HAND AND OFFICIAL SEAL.

OFFICIAL SEAL
WILLIAM F. FRY, JR.
Notary Public, California
PRINCIPAL OFFICE
LOS ANGELES COUNTY
My Commission Expires June 23, 1975

William F. Fry Jr.
Notary Public

STATE OF CALIFORNIA)
)ss.
COUNTY OF LOS ANGELES)

On ~~May~~ Aug. 3, 1973, before me the undersigned, a Notary Public in and for said State, personally appeared GLORIA E. ROTHENBERG known to me to be the person whose name is subscribed to the within instrument and acknowledged that (s)he executed the same.

WITNESS MY HAND AND OFFICIAL SEAL.

OFFICIAL SEAL
WILLIAM F. FRY, JR.
Notary Public, California
PRINCIPAL OFFICE
LOS ANGELES COUNTY
My Commission Expires June 23, 1975

William F. Fry Jr.
Notary Public

STATE OF CALIFORNIA)
)ss.
COUNTY OF LOS ANGELES)

On ~~May~~ June 20, 1973, before me the undersigned, a Notary Public in and for said State, personally appeared DR. RONALD M. LAWRENCE known to me to be the person whose name is subscribed to the within instrument and acknowledged that (s)he executed the same.

WITNESS MY HAND AND OFFICIAL SEAL.

OFFICIAL SEAL
FRANCES E. GRANT
NOTARY PUBLIC-CALIFORNIA
LOS ANGELES COUNTY
My Commission Expires Aug. 19, 1973

Dr Ronald McLawrence
Notary Public

Frances E. Grant

STATE OF CALIFORNIA)
)ss.
COUNTY OF LOS ANGELES)

On ~~May~~ June 20, 1973, before me the undersigned, a Notary Public in and for said State, personally appeared ELEANOR LAWRENCE known to me to be the person whose name is subscribed to the within instrument and acknowledged that (s)he executed the same.

WITNESS MY HAND AND OFFICIAL SEAL.

OFFICIAL SEAL
FRANCES E. GRANT
NOTARY PUBLIC-CALIFORNIA
LOS ANGELES COUNTY
My Commission Expires Aug. 19, 1973

Frances E. Grant
Notary Public

STATE OF IOWA

COUNTY OF Madison

On ~~May~~ Aug. 22, 1973 before me the undersigned a Notary Public in and for said State personally appeared PATRICK F. CORKREAN known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same.

WITNESS MY HAND AND OFFICIAL SEAL.

Jerrold B. Oliver
NOTARY PUBLIC

NOTARIAL SEAL IOWA JERROLD B. OLIVER MY COMMISSION EXPIRES SEPTEMBER 30, 1976

STATE OF ILLINOIS

COUNTY OF Champaign

On ~~May~~ July 3rd, 1973 before me the undersigned, a Notary Public in and for said State, personally appeared VICTOR J. STONE known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same.

WITNESS MY HAND AND OFFICIAL SEAL.

BRENDA HOLT NOTARY PUBLIC CHAMPAIGN COUNTY, ILL.

Brenda Nolan
NOTARY PUBLIC

STATE OF CALIFORNIA)
)ss.
COUNTY OF LOS ANGELES)

On ~~May~~ Aug. 7, 1973, before me the undersigned, a Notary Public in and for said State, personally appeared ROBERT L. NELSON known to me to be the person whose name is subscribed to the within instrument and acknowledged that (s)he executed the same.

WITNESS MY HAND AND OFFICIAL SEAL.

OFFICIAL SEAL
WILLIAM E. SCHULTE
NOTARY PUBLIC-CALIFORNIA
LOS ANGELES COUNTY
My Commission Expires Aug. 1, 1976
6121 Sunset Blvd., Los Angeles, CA. 90028

William E. Schulte
Notary Public

STATE OF CALIFORNIA)
)ss.
COUNTY OF LOS ANGELES)

On ~~May~~ June 29, 1973, before me the undersigned, a Notary Public in and for said State, personally appeared PIERRE KERN known to me to be the person whose name is subscribed to the within instrument and acknowledged that (s)he executed the same.

WITNESS MY HAND AND OFFICIAL SEAL.

OFFICIAL SEAL
MARGARET M. STEWART
NOTARY PUBLIC-CALIFORNIA
LOS ANGELES COUNTY
My Commission Expires May 10, 1974

Margaret M Stewart
Notary Public

STATE OF CALIFORNIA)
)ss.
COUNTY OF LOS ANGELES)

On ~~May~~ July 13, 1973, before me the undersigned, a Notary Public in and for said State, personally appeared RICHARD C. PAPE known to me to be the person whose name is subscribed to the within instrument and acknowledged that (s)he executed the same.

WITNESS MY HAND AND OFFICIAL SEAL.

Barbara J. Brokaw
Notary Public

OFFICIAL SEAL
BARBARA J. BROKAW
NOTARY PUBLIC—CALIFORNIA
PRINCIPAL OFFICE IN
LOS ANGELES COUNTY
MY COMMISSION EXPIRES NOV. 14, 1976

STATE OF CALIFORNIA)
)ss.
COUNTY OF LOS ANGELES)

On ~~May~~ July 13, 1973, before me the undersigned, a Notary Public in and for said State, personally appeared AGNES M. PAPE known to me to be the person whose name is subscribed to the within instrument and acknowledged that (s)he executed the same.

WITNESS MY HAND AND OFFICIAL SEAL.

Barbara J. Brokaw
Notary Public

OFFICIAL SEAL
BARBARA J. BROKAW
NOTARY PUBLIC—CALIFORNIA
PRINCIPAL OFFICE IN
LOS ANGELES COUNTY
MY COMMISSION EXPIRES NOV. 14, 1976

STATE OF CALIFORNIA)
)ss.
COUNTY OF LOS ANGELES)

On ~~May~~ August 7, 1973, before me the undersigned, a Notary Public in and for said State, personally appeared JACK LEENER known to me to be the person whose name is subscribed to the within instrument and acknowledged that (s)he executed the same.

WITNESS MY HAND AND OFFICIAL SEAL.

OFFICIAL SEAL
MARGARET M. STEWART
NOTARY PUBLIC-CALIFORNIA
LOS ANGELES COUNTY
My Commission Expires May 10, 1974

Margaret M Stewart
Notary Public