



Department of State.

**AMENDED CERTIFICATE OF AUTHORITY
OF**

KELLOGG NEWCO ONE, INC.

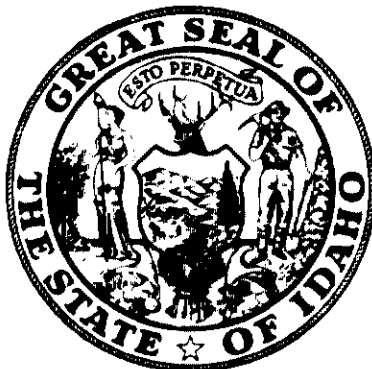
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of HENLEY/KNO HOLDING INC.

_____ for an Amended Certificate of Authority to transact business in
this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation
Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended
Certificate of Authority to HENLEY/KNO HOLDING INC.

_____ to transact business in this State under the name _____
HENLEY/KNO HOLDING INC. and attach hereto a duplicate
original of the Application for such Amended Certificate.

Dated February 18, 19 88.



Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
Corporation Clerk

APPLICATION FOR AMENDED CERTIFICATE
OF AUTHORITY

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

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SEC. OF STATE
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1. A Certificate of Authority was issued to the corporation by your office on December 18
19 87, authorizing it to transact business in the State of Idaho under the name of _____

KELLOGG NEWCO ONE, INC.

2. Its corporate name has been changed to _____

HENLEY/KNO HOLDING INC.

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is _____

HENLEY/KNO HOLDING INC.

Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

NO CHANGE

(Note: If no additional purposes are proposed, insert "No change.")

Dated February 9, 19 88

By _____

Patrick J. Link
Patrick J. Link

Its Vice President

And _____

Allison G. Pellegrino
Allison G. Pellegrino

Its Assistant Secretary

STATE OF NEW HAMPSHIRE)

COUNTY OF ROCKINGHAM) ss:

I, Sally M. Gallup, a notary public, do hereby certify that on this

9th day of February, 19 88, personally appeared

(continued on reverse)

before me Patrick J. Link , who being by me first duly sworn.

declared that he is the Vice President of _____

HENLEY/KNO HOLDING INC.

that he signed the foregoing document as Vice President of the corporation and
that the statements therein contained are true.



Notary Public

MY COMMISSIN EXPIRES
12/16/91



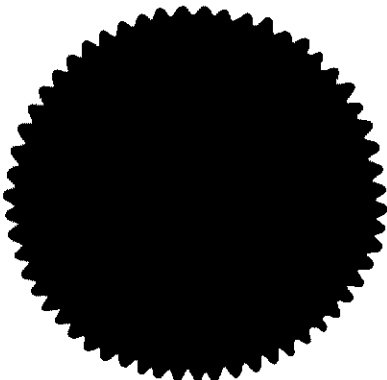
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State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the "KELLOGG NEWCO ONE, INC.", filed a Certificate of Amendment,
changing its corporate title to "HENLEY/KNO HOLDING INC.", on the twenty-sixth day
of January, A.D. 1988, at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this eleventh *day*
of February *in the year of our Lord*
one thousand nine hundred and eighty-eight.



Michael Harkins

Michael Harkins, Secretary of State