

Department of State.

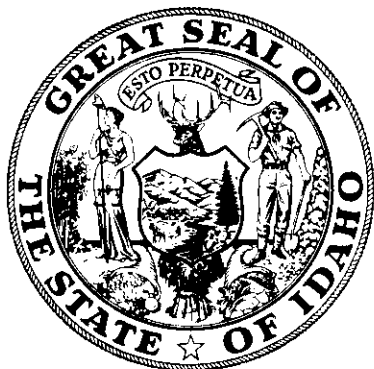
**AMENDED CERTIFICATE OF AUTHORITY
OF**

THE M. W. KELLOGG COMPANY

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of HENLEY/MWK 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/MWK HOLDING INC. to transact business in this State under the name HENLEY/MWK HOLDING INC. and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated February 12, 19 88.



Pete T. Cenarrusa
SECRETARY OF STATE

James I. Clark
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.

FEB 12 2 18 PM '88
SECRETARY OF STATE

1. A Certificate of Authority was issued to the corporation by your office on February 2,
19 81, authorizing it to transact business in the State of Idaho under the name of _____

THE M. W. KELLOGG COMPANY

2. Its corporate name has been changed to HENLEY/MWK 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/MWK 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.)

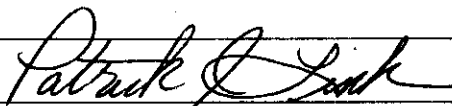
4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

Holding company for investment in subsidiaries

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

Dated February 5, 19 88

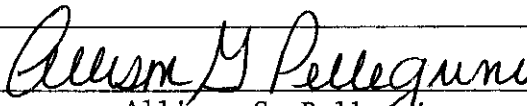
By _____



Patrick J. Link

Its Vice President

And _____



Allison G. Pellegrino

Its Assistant Secretary

STATE OF NEW HAMPSHIRE)

) ss:

COUNTY OF ROCKINGHAM)

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

_____ 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/MWK 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



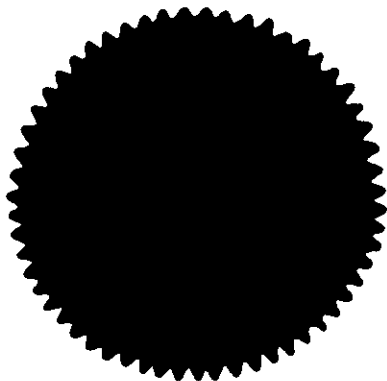
FEB 12 2 18 PM '88
SECRETARY OF STATE

State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that "THE M.W. KELLOGG COMPANY", filed a Certificate of Amendment,
changing its corporate title to "HENLEY/MWK HOLDING INC.", on the twenty-second 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 tenth *day*
of February *in the year of our Lord*
one thousand nine hundred and eighty-eight.



Michael Harkins

Michael Harkins, Secretary of State