



**Department of State.**

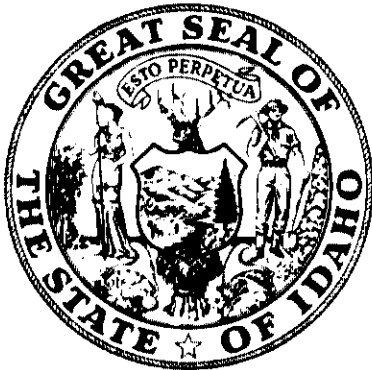
**CERTIFICATE OF REGISTRATION  
OF**

**KKR ASSOCIATES, A DELAWARE LIMITED PARTNERSHIP**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of KKR ASSOCIATES, A DELAWARE LIMITED PARTNERSHIP for Registration in this State, duly signed and verified pursuant to the provisions of the Idaho Limited Partnership 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 Certificate of Registration to KKR ASSOCIATES, A DELAWARE LIMITED PARTNERSHIP to transact business in this State under the name KKR ASSOCIATES, A DELAWARE LIMITED PARTNERSHIP and attach hereto a duplicate original of the Application for Registration.

Dated **March 25, 1985**



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: \_\_\_\_\_

**APPLICATION FOR REGISTRATION OF  
FOREIGN LIMITED PARTNERSHIP**

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To the Secretary of State of the State of Idaho:

Pursuant to the provisions of Chapter 2, Title 53, Idaho Code, the undersigned Limited Partnership hereby applies for registration to transact business in your State, and for that purpose submits the following statement:

1. The name of the limited partnership is KKR Associates, a Delaware limited partnership
2. The name which it shall use in Idaho is KKR Associates, a Delaware limited partnership
3. It is organized under the laws of Delaware
4. The date of its formation is March 12, 1985
5. The address of its registered or principal office in the state or country under the laws of which it is organized is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle, Delaware 19801
6. The name and street address of its proposed registered agent in Idaho are United States Corporation Company, First Interstate Bank Building, Suite 1010, Boise, Idaho 83701
7. The general character of the business it proposes to transact in Idaho is:  
To operate and maintain motel and restaurant operations and to engage in any other activity permitted by law
8. The names and business addresses of its partners are (must be completed only if not included in the certificate of limited partnership):

Name	General or Limited	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

(continued on reverse)

8. (Continued)

Name	General or Limited	Address
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

9. This Application is accompanied by a copy of the certificate of limited partnership and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is organized.

Dated March 18, 1985.

KKR Associates, a Delaware limited partnership

By \_\_\_\_\_

Robert I. MacDonnell  
A General Partner

STATE OF California )  
COUNTY OF San Francisco ) ss:

I, Doris M. Randuch, a notary public, do hereby certify that on this  
18th day of March, 1985, personally appeared  
before me Robert I. MacDonnell, who being by me first duly sworn,  
declared that he is a general partner of KKR Associates

that he signed the foregoing document as a general partner of the limited partnership and that the statements therein contained are true.



Doris M. Randuch  
Notary Public  
Doris M. Randuch/Comm. Exp. 9/13/85

KKR Associates, a New York  
limited partnership  
9 West 57th Street  
New York, New York 10019

March 15, 1985

Secretary of State  
State of Idaho  
Corporation Department  
State House  
Boise, Idaho 83707

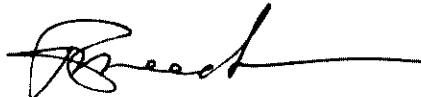
Gentlemen:

The undersigned KKR Associates, a New York limited partnership, hereby consents to the use of the name "KKR Associates, a Delaware limited partnership" by this limited partnership qualifying to do business in this state.

Sincerely,

KKR Associates, a New York  
limited partnership

By



Robert I. MacDonnell,  
General Partner



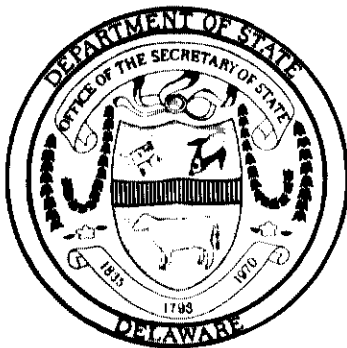
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RECEIVED  
SECRETARY OF STATE

# State of DELAWARE

## Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Limited Partnership  
filed in this office on March 12, 1985



*Michael Harkins*  
Michael Harkins, Secretary of State

BY: *M. Magnusen*

DATE: March 21, 1985

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*Handwritten signature*  
NOTARY OF DELAWARE

CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
KKR ASSOCIATES, A DELAWARE LIMITED PARTNERSHIP

This Certificate of Limited Partnership, being duly executed and filed in accordance with the provisions of 6 Del. C., § 17-101 et seq. of KKR Associates, a Delaware limited partnership ("Partnership") is entered into and executed by Jerome Kohlberg, Jr., Henry R. Kravis, George R. Roberts and Robert I. MacDonnell ("General Partners"), and those persons and entities listed on Schedule A hereto as limited partners ("Limited Partners") (the Limited Partners and General Partners are collectively the "Partners" and individually a "Partner") to form a limited partnership under the laws of the State of Delaware.

1. The name of the limited partnership formed hereby is "KKR Associates, a Delaware limited partnership".

2. The nature of the business to be conducted by the Partnership is making investments, managing, supervising and disposing of such investment, sharing the profits and losses therefrom, acting as a general or limited partner of other partnerships and engaging in activities necessarily incidental or ancillary thereto.

3. The address of the registered office of the Partnership in the State of Delaware is at Corporation Trust

Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801, and the name and address of the registered agent for service of process on the Partnership in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

4. The names and either the business or residence addresses of the General Partners and the Limited Partners are as set forth on Schedule A hereto.

5. The amount of cash contributed by each Limited Partner is \$10.

6. (a) The General Partners may call upon the Partners to make additional capital contributions, in amounts determined by the General Partners, at any time and from time to time, in order to enable the Partnership to make equity investments. The Partners have agreed to make such additional contributions. It is the intention of the Partners that if no General Partner shall have made a call for any additional capital contribution, no Partner shall have any obligation to make any additional capital contribution, except as set forth in paragraph 6(b) hereinbelow. The limitations, as set forth herein, on the obligation of a Partner to make any additional capital

contributions shall for all purposes be deemed to constitute a "compromise" within the meaning of 6 Del. C. § 17-502(b).

(b) In addition, (i) for so long as the Partnership exists, the General Partners must contribute cash to pay expenses of the Partnership and (ii) each Partner must, in connection with the winding up of the Partnership, contribute cash equal to any net negative balances in his capital accounts; provided that no Partner is obligated to contribute an amount in excess of his share (proportionate to net negative capital account balances) of the aggregate net positive capital balances at such time.

7. A Limited Partner has the power to grant the right to become a limited partner to an assignee of any part of his partnership interest, provided that the consent of the General Partners is obtained, the transferee has executed an amendment to the partnership agreement and such other documents as the General Partners may require, and the transferor has paid or caused to be paid the expenses in connection therewith.

8. All Partners have the right to receive distributions from the Partnership of cash upon the sale, exchange or other disposition of assets owned by the Partnership, on the receipt by the Partnership of dividends or interest income, and on the receipt by the Partnership of



other income, and further, the General Partners have the right to make distributions in kind of Partnership assets at such times as it deems appropriate.

9. As described in paragraph 8 above, all of the Partners have the right to receive, and the General Partners have the right to make, distributions to the Partners which include a return of all or any part of a Partner's contribution.

10. The Partnership is to be dissolved and its affairs wound up upon the first to occur of the following:

(a) a determination by the executive committee of the Partnership to terminate the Partnership;

(b) the retirement, withdrawal, bankruptcy, death, incompetency, or cessation as a general partner of Kohlberg, Kravis, Roberts & Co. of the last remaining general partner; or

(c) December 31, 2006.

11. The remaining general partners have the right to continue the Partnership on the happening of an event of withdrawal of a general partner.

12. Notwithstanding the provisions of 6 Del. C. § 17-209, no general partner is required to deliver a copy

of this Certificate of Limited Partnership to the Limited Partners.

GENERAL PARTNERS

Date: March 8, 1985

  
Henry R. Kravis

Jerome Kohlberg, Jr., George R. Roberts and Robert I. MacDonnell, each acting through his attorney-in-fact

  
Attorney-in-fact

LIMITED PARTNERS

The persons and entities listed as limited partners on Schedule A attached hereto and incorporated herein by reference, each acting through his or its attorney-in-fact

  
Attorney-in-fact

SCHEDULE A

Name and Address

General Partners

Jerome Kohlberg, Jr.  
Kohlberg, Kravis, Roberts & Co.  
101 California Street  
San Francisco, California 94111

Henry R. Kravis  
Kohlberg, Kravis, Roberts & Co.  
9 West 57th Street  
New York, New York 10019

George R. Roberts  
Kohlberg, Kravis, Roberts & Co.  
101 California Street  
San Francisco, California 94111

Robert I. MacDonnell  
Kohlberg, Kravis, Roberts & Co.  
101 California Street  
San Francisco, California 94111

Limited Partners

Kohlberg, Kravis, Roberts & Co.  
9 West 57th Street  
New York, New York 10019

Paul E. Raether  
Kohlberg, Kravis, Roberts & Co.  
9 West 57th Street  
New York, New York 10019

Donald J. Herdrich  
Kohlberg, Kravis, Roberts & Co.  
9 West 57th Street  
New York, New York 10019

Michael W. Michelson  
Kohlberg, Kravis, Roberts & Co.  
101 California Street  
San Francisco, California 94111

KKR Associates, doing business in Delaware  
as KKR Associates Limited Partnership  
9 West 57th Street  
New York, New York 10019

March 8, 1985

Secretary of State  
State of Delaware  
Dover, Delaware

Gentlemen:

The undersigned KKR Associates Limited Partnership hereby consents, pursuant to the provisions of 6 Del. C. § 17-102(4), to the organization of a Delaware limited partnership known as "KKR Associates, a Delaware limited partnership" and to the use of such name by such partnership.

Very truly yours,

KKR ASSOCIATES, doing business  
in Delaware as KKR Associates  
Limited Partnership

By   
General Partner

KKR Associates, L.P.  
9 West 57th Street  
New York, New York 10019

March 8, 1985

Secretary of State  
State of Delaware  
Dover, Delaware

Gentlemen:

The undersigned KKR Associates, L.P. hereby consents, pursuant to the provisions of 6 Del. C. § 17-102(4), to the organization of a Delaware limited partnership known as "KKR Associates, a Delaware limited partnership" and to the use of such name by such partnership.

Very truly yours,

KKR ASSOCIATES, L.P.

By *John A. Krasner*  
General Partner