

State of Idaho

Department of State

CERTIFICATE OF REGISTRATION

OF

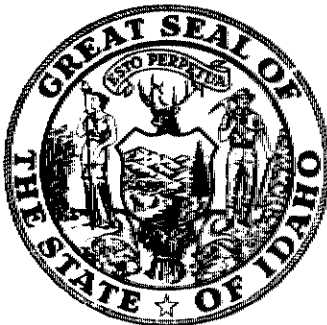
THE KENDALL COMPANY LP

File Number L3880

I Pete T. Cenarrusa, Secretary of State of the State of Idaho, hereby certify that an Application for Registration, duly executed pursuant to the provisions of the Idaho Limited Partnership Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to transact business in this State and attach hereto a duplicate of the Application for Registration.

Dated: October 14, 1998



Pete T. Cenarrusa
SECRETARY OF STATE

By *Celleen S. Jensen*

FILED

APPLICATION FOR REGISTRATION OF FOREIGN LIMITED PARTNERSHIP

(Instructions on back of application)

OCT 14 10 33 AM '98

To the Secretary of State of Idaho:

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

- The name of the limited partnership is The Kendal Company LP
- The name which it shall use in Idaho is _____
- It was organized under the laws of Delaware on 9/22/98
(state of organization) (date)
- The address of its registered or principal office in the state or country under the laws of which it is organized is 1209 Orange St. Wilmington De
19801
- The name and street address of its proposed registered agent in Idaho are CT CORPORATION SYSTEM
300 NORTH 6TH STREET, BOISE, IDAHO 83702
- The address at which a list of the names, addresses and contributions of the limited partners is kept is 15 Hampshire Street, Mansfield, MA 02048

(The limited partnership agrees to keep the list until its registration is cancelled or withdrawn.)
- The name and business address of each general partner are:

Name

Address

SWD Holding, Inc I15 Hampshire StreetMansfield, MA 02048

Dated

By

IDAHO SECRETARY OF STATE
10/14/1998 09:00
CK: 74937 CI: 20160 BH: 153195
1 @ 20.00 = 20.00 CORP SUR # 2

A General Partner

, 19 98

IDAHO SECRETARY OF STATE

10/14/1998 09:00
CK: 105068974 CI: 3590 BH: 153195

1 @ 100.00 = 100.00 REG FOR LP # 2

L3880

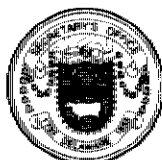
Revised 6/97 g:\corpforms\ARLP_0016

Office of the Secretary of State

Oct 14 10 33 AM '98

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "THE KENDALL COMPANY L P" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF OCTOBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in dark ink, appearing to read "Edward J. Freel".

Edward J. Freel, Secretary of State

2946789 8300

981385143

AUTHENTICATION:

9338251

DATE:

10-05-98