

State of Idaho

Department of State.

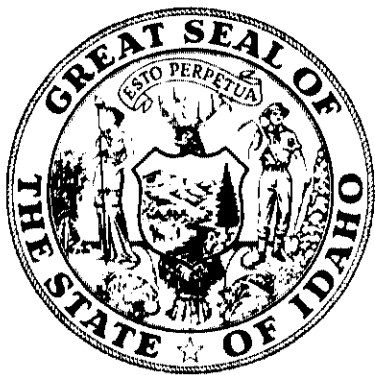
CERTIFICATE OF REGISTRATION OF

KKR ASSOCIATES, A NEW YORK 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
_____ 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
_____ to transact business in this State under the name KKR ASSOCIATES, A NEW YORK LIMITED PARTNERSHIP
_____ and attach hereto a duplicate original of the Application for Registration.

Dated **February 21, 1985**



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

IV. (A) The name and place of residence of the general partner in the Partnership (the "General Partner") is as follows:

Henry R. Kravis
1000 Park Avenue
New York, New York 10028

(B) The name and place of residence of the initial limited partner in the Partnership (the "Initial Limited Partner") is as follows:

Donald J. Herdrich
6 Brookdale Lane
Chappaqua, New York 10514

V. The existence of the Partnership shall commence upon the filing of a Certificate of Limited Partnership and compliance with the provisions of Section 91(b) of the New York Partnership Law and shall terminate on December 31, 1991, unless earlier terminated by operation of law or by the mutual written agreement of the partners then comprising the Partnership.

VI. The Initial Limited Partner shall contribute \$100 in cash to the original capital of the Partnership.

VII. The Initial Limited Partner shall make such additional contributions to the capital of the Partnership as may from time to time be agreed upon by the Initial Limited Partner and the General Partner.

73802

VIII. All contributions made by limited partners, to the extent of partnership assets remaining after a final accounting has been made in accordance with Section 112 of the New York Partnership Law, shall be returned upon termination of the Partnership.

IX. If the General Partner deems it advisable to make a distribution of profits, each limited partner shall be entitled to receive a share of the net profits equivalent to his proportionate share in the capitalization of the Partnership.

X. No limited partner may assign or transfer all or any part of his interest in the Partnership unless the General Partner shall have consented to such transfer or assignment in writing.

XI. Additional limited partners may be admitted to this Partnership on terms that may be agreed upon in writing between the General Partner and the new limited partners.

XII. No limited partner shall have priority over other limited partners as to contributions or as to compensation by way of income.

73803

XIII. No limited partner shall have the right to demand and receive property other than cash in return for his contribution.

IN WITNESS WHEREOF, the undersigned have executed this Certificate this ^{14th} day of November, 1979.

GENERAL PARTNER

Henry R. Kravis
Henry R. Kravis

INITIAL LIMITED PARTNER

Donald J. Herdrich
Donald J. Herdrich

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 17th day of November, 1979, before me came HENRY R. KRAVIS, the general partner of PLD ASSOCIATES II, a Limited Partnership, to me known to be the individual described in, and who executed the foregoing limited partnership certificate and acknowledged that he executed the same.



Notary Public

EDWARD PENKAVA
NOTARY PUBLIC, State of New York
No. 41-8320608 - Queens County
Term Expires March 30, 1980

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 17th day of November, 1979, before me came DONALD J. HERDRICH, the initial limited partner of PLD ASSOCIATES II, a Limited Partnership, to me known to be the individual described in, and who executed the foregoing limited partnership certificate and acknowledged that he executed the same.



Notary Public

EDWARD PENKAVA
NOTARY PUBLIC, State of New York
No. 41-8320608 - Queens County
Term Expires March 30, 1980

73805


Kohlberg, Kravis, Roberts & Co.	\$	1.00
Donald J. Herdrich	\$109,586.71	
Robert I. MacDonnell	\$109,586.71"	

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment in person or by duly authorized officer, agent or attorney as of this 29th day of August, 1980.

GENERAL PARTNERS


 Henry R. Kravis

Jerome Kohlberg, Jr.
 George R. Roberts

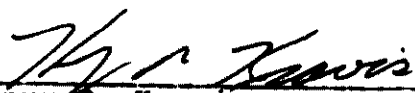
By 
 Henry R. Kravis,
 Attorney-in-Fact pursuant
 to the Power of Attorney
 contained in Section 9
 of the Amended and Restated
 Limited Partnership Agree-
 ment, a copy of which is
 on file at the office of
 Kohlberg, Kravis, Roberts &
 Co., 645 Madison Avenue
 New York, New York 10022

LIMITED PARTNERS

Kohlberg, Kravis, Roberts & Co.

By 
Henry R. Kravis, Partner

Donald J. Herdrich
Robert I. MacDonnell

By 
Henry R. Kravis,
Attorney-in-Fact pursuant
to the Power of Attorney
contained in Section 9
of the Amended and Restated
Limited Partnership Agree-
ment, a copy of which is
on file at the office of
Kohlberg, Kravis, Roberts &
Co., 645 Madison Avenue
New York, New York 10022

STATE OF NEW YORK)
 : ss.
COUNTY OF NEW YORK)

On this 29th day of August, 1980, before me came HENRY R. KRAVIS, to me known to be the individual described in and who executed the foregoing instrument on his own behalf and on behalf of Kohlberg, Kravis, Roberts & Co. and who acknowledged that he executed the same.

MARY LOU MURRAY
Notary Public, State of New York
No. 4644049
Qualified in Westchester County
Term Expires March 30, 1981

Mary Lou Murray
Notary Public

STATE OF NEW YORK)
 : ss.
COUNTY OF NEW YORK)

On this 29th day of August, 1980, before me came HENRY R. KRAVIS, to me known to be the person described in and appointed attorney-in-fact in and by the Power of Attorney for Jerome Kohlberg, Jr., George R. Roberts, Donald J. Herdrich and Robert I. MacDonnell contained in Section 9 of the Amended and Restated Limited Partnership Agreement, a copy of which is on file at the office of Kohlberg, Kravis, Roberts & Co., 645 Madison Avenue, New York, New York 10022, and who acknowledged to me that he had executed the foregoing instrument as the act and deed of those persons who executed such Agreement.

MARY LOU MURRAY
Notary Public, State of New York
No. 4644049
Qualified in Westchester County
Term Expires March 30, 1981

Mary Lou Murray
Notary Public


authorized officer, agent or attorney as of the first day
of April, 1981.

GENERAL PARTNERS


Henry R. Kravis

Jerome Kohlberg, Jr.
George R. Roberts

By


Henry R. Kravis,
Attorney-in-Fact pursuant to
the Power of Attorney contained
in Section 9 of the Amended and
Restated Limited Partnership
Agreement, a copy of which is
on file at the office of Kohlberg,
Kravis, Roberts & Co., 645 Madison
Avenue, New York, New York 10022

LIMITED PARTNERS

Kohlberg, Kravis, Roberts & Co.


By


Henry R. Kravis, Partner

43931

Donald J. Herdrich
Robert I. MacDonnell
Paul E. Raether

BY


Henry R. Kravis,
Attorney-in-Fact pursuant to
the Power of Attorney contained
in Section 9 of the Amended
and Restated Limited Partnership
Agreement, a copy of which is
on file at the office of
Kohlberg, Kravis, Roberts
& Co., 645 Madison Avenue,
New York, New York 10022

43932

Donald J. Herdrich
6 Brookdale Lane
Chappaqua, New York 10514

Robert I. MacDonnell
875 Vista Road
Hillsborough, California 94010

Paul E. Raether
260 Highland Road
Rye, New York 10580"

Article VI is hereby amended to read in its entirety as follows:

"Kohlberg, Kravis, Roberts & Co., a Limited Partner, made an initial capital contribution to the Partnership of \$219,173.42. As of April 30, 1980, Kohlberg, Kravis, Roberts & Co. assigned one-half of its interest in the Partnership to each of Donald J. Herdrich and Robert I. MacDonnell, retaining only a nominal interest in the Partnership. As of January 1, 1981, Paul E. Raether was admitted as an additional Limited Partner and was deemed to have made a nominal capital contribution to the Partnership at that time. Accordingly, the initial capital contributions of each of the Limited Partners are deemed to be as follows:

Kohlberg, Kravis, Roberts & Co.	\$	1.00
Donald J. Herdrich	\$109,586.71	
Robert I. MacDonnell	\$109,586.71	
Paul E. Raether	\$	1.00"

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment in person or by duly authorized officer, agent or attorney as of this 26th day of January, 1981.

GENERAL PARTNERS

Henry R. Kravis
Henry R. Kravis

Jerome Kohlberg, Jr.
George R. Roberts

By *Henry R. Kravis*
Henry R. Kravis,

Attorney-in-fact pursuant to the Power of Attorney contained in Section 9 of the Amended and Restated Limited Partnership Agreement, a copy of which is on file at the office of Kohlberg, Kravis, Roberts & Co., 645 Madison Avenue, New York, New York 10022

LIMITED PARTNERS

Kohlberg, Kravis, Roberts & Co.

By *Henry R. Kravis*
Henry R. Kravis, Partner

Donald J. Herdrich
Robert I. MacDonnell
Paul E. Raether

By *Henry R. Kravis*
Henry R. Kravis,

Attorney-in-Fact pursuant to the Power of Attorney contained in Section 9 of the Amended and Restated Limited Partnership Agreement, a copy of which is on file at the office of Kohlberg, Kravis, Roberts & Co., 645 Madison Avenue, New York, New York 10022

09055

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF LIMITED PARTNERSHIP
KKR ASSOCIATES
(formerly PLD ASSOCIATES II)

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

PLD ASSOCIATES II, a limited partnership existing under the laws of the State of New York, pursuant to the provisions of Sections 113 and 114 of the New York Partnership Law, hereby amends its Certificate of Limited Partnership now of record in the office of the Clerk of the County of New York, State of New York, as follows:

Article I is hereby amended to read in its entirety as follows:

"The name of the firm under which said partnership is to be conducted is KKR Associates (the 'Partnership')."

Article II is hereby amended to read in its entirety as follows:

"The character of the Partnership's business is making equity investments in certain corporations, partnerships and/or joint ventures and managing such investments for its own account and as general partner of certain limited partnerships also making such investments."

Article IV is hereby amended to read in its entirety as follows:

"(A) The names and places of residence of the General Partners in the Partnership (the 'General Partners') are as follows:

*Jerome Kohlberg, Jr.
4 Quarry Road
Larchmont, New York 10538

Henry R. Kravis
1000 Park Avenue
New York, New York 10028

*George R. Roberts
292 Valparaiso
Atherton, California 94025."

"(B) The name and place of residence of the Limited Partner in the Partnership (the 'Limited Partner') are as follows:

**Kohlberg, Kravis, Roberts & Co.
680 Fifth Avenue
New York, New York 10018."

Article VI is hereby amended to read in its entirety as follows:

"The initial capital contribution of the Limited Partner is \$153,755.30."

Article VII is hereby amended to read in its entirety as follows:

"Each Limited Partner shall make such additional contributions to the capital of the Partnership as may from time to time be agreed upon by the Limited Partner and the General Partners."

* New General Partners: Jerome Kohlberg, Jr. 4 Quarry Rd Larchmont NY 10538
George R Roberts 292 Valparaiso Atherton, Calif. 94025

** New Limited Partner: Kohlberg, Kravis, Roberts & Co.
680 Fifth Ave
New York, N.Y. 10018

Article IX is hereby amended to read in its entirety as follows:

"If the General Partners deem it advisable to make a distribution of profits, each Limited Partner shall be entitled to receive a share of such distribution equivalent to his proportionate share of the capitalization of the Partnership."

Article X is hereby amended to read in its entirety as follows:

"No Limited Partner may assign or transfer all or any part of his interest in the Partnership unless the General Partners shall have consented to such transfer or assignment in writing."

Article XI is hereby amended to read in its entirety as follows:

"Additional Limited Partners may be admitted to the Partnership on terms that may be agreed upon in writing between the General Partners and the new Limited Partners."

Article XIII is hereby amended to read in its entirety as follows:

"No Limited Partner shall have the right to demand and receive property other than cash in return for his contribution except as otherwise provided in the Amended and Restated Limited Partnership Agreement."

Article XIV is hereby added to read in its entirety as follows:

"Upon the death or incapacitation of any General Partner, the remaining General Partners or Partner shall have the right to continue the business of the Partnership."

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment in person or by duly authorized officer, agent or attorney as of this 19th day of February, 1980.

GENERAL PARTNERS

Henry R. Kravis

Jerome Kohlberg, Jr.
George R. Roberts

By Henry R. Kravis
Henry R. Kravis,
Attorney-in-Fact pursuant
to the Power of Attorney
contained in Section 9
of the Amended and Restated
Limited Partnership Agree-
ment, a copy of which is
on file at the office of
Kohlberg, Kravis, Roberts
& Co., 680 Fifth Avenue
New York, New York 10019

LIMITED PARTNER

Kohlberg, Kravis, Roberts & Co.

By Henry R. Kravis
Henry R. Kravis, Partner

WITHDRAWING INITIAL LIMITED PARTNER

Donald J. Herdrich
Donald J. Herdrich

STATE OF NEW YORK)
 : SS.
COUNTY OF NEW YORK)

On this 3rd day of April, 1980, before me came DONALD J. HERDRICH, to me known to be the individual described in and who executed the foregoing instrument on his own behalf and who acknowledged that he executed the same.

Martin Luboff
Notary Public

MARTIN LUBOFF
Notary Public
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STATE OF NEW YORK,
COUNTY OF NEW YORK, SS.
MORDECAI GOODMAN,
Notary Public and Clerk
of the Supreme Court,
NEW YORK COUNTY,
DO HEREBY CERTIFY ON

-5 FEB 1985

THAT I HAVE COMPARED THIS
COPY WITH THE ORIGINAL
FILED IN MY OFFICE ON

4 | 4 | 80

AND THAT THE SAME IS A
CORRECT TRANSCRIPT
THEREFROM AND OF THE
WHOLE OF SUCH ORIGINAL
IN WITNESS WHEREOF,
I HAVE HEREUNTO SET MY
HAND AND AFFIXED MY
OFFICIAL SEAL.

Mordecai Goodman
MORDECAI GOODMAN, Notary Public
FACSIMILE SIGNATURE USED
PURSUANT TO SEC 502A,
COUNTY LAW

FEE PAID

26583

CERTIFICATE OF AMENDMENT
OF THE
AMENDED CERTIFICATE OF LIMITED PARTNERSHIP
OF
KKR ASSOCIATES

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

KKR ASSOCIATES, a limited partnership existing under the laws of the State of New York, pursuant to the provisions of Sections 113 and 114 of the New York Partnership Law, hereby amends its Amended Certificate of Limited Partnership now of record in the office of the Clerk of the County of New York, State of New York, as follows:

Article IV(B) is hereby amended to read in its entirety as follows:

"(B) The names and places of residence of the Limited Partners in the Partnership (the 'Limited Partners' are as follows:

Kohlberg, Kravis, Roberts & Co.
645 Madison Avenue
New York, New York 10022

Donald J. Herdrich
6 Brookdale Lane
Chappaqua, New York 10514

Robert I. MacDonnell
875 Vista Road
Hillsborough, California 94010

Paul E. Raether
260 Higland Road
Rye, New York 10580

117451

Michael W. Michelson
2285 Washington Street
San Francisco, California 94115"

Article VI is hereby amended to read in its
entirety as follows:

"Kohlberg, Kravis, Roberts, & Co., a Limited Partner, made an initial capital contribution to the Partnership of \$219,173.42. As of April 30, 1980, Kohlberg, Kravis, Roberts & Co. assigned one-half of its interest in the Partnership to each of Donald J. Herdrich and Robert I. MacDonnell, retaining only a nominal interest in the Partnership. As of January 1, 1981, Paul E. Raether was admitted as an additional Limited Partner and was deemed to have made a nominal capital contribution to the Partnership at that time. As of December 11, 1981, Michael W. Michelson was admitted as an additional Limited Partner and was deemed to have made a nominal capital contribution to the Partnership at that time. Accordingly, the initial capital contributions of each of the Limited Partners are deemed to be as follows:

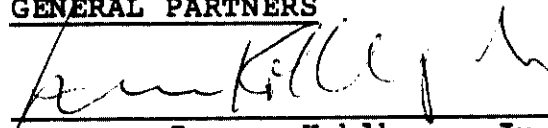
Kohlberg, Kravis, Roberts & Co.	\$	1.00
Donald J. Herdrich		\$109,586.71
Robert I. MacDonnell		\$109,586.71
Paul E. Raether	\$	1.00
Michael W. Michelson	\$	1.00"

IN WITNESS WHEREOF, the undersigned have executed
this Certificate of Amendment in person or by duly

117452

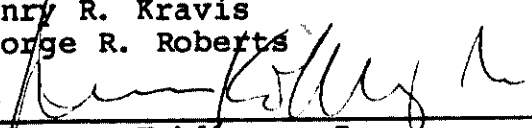
authorized officer, agent or attorney as of this 11th day
of December, 1981.

GENERAL PARTNERS



Jerome Kohlberg, Jr.

Henry R. Kravis
George R. Roberts

By 

Jerome Kohlberg, Jr.,
Attorney-in-fact pursuant to
the Power of Attorney
contained in Section 9 of the
Amended and Restated Limited
Partnership Agreement, a copy
of which is on file at the
office of Kohlberg, Kravis,
Roberts & Co.,
645 Madison Avenue,
New York, New York 10022

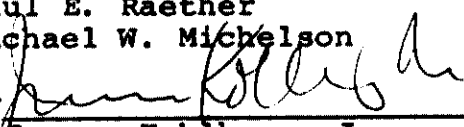
LIMITED PARTNERS

Kohlberg, Kravis, Roberts & Co.

By 

Jerome Kohlberg, Partner

Donald J. Herdrich
Robert I. MacDonnell
Paul E. Raether
Michael W. Michelson

By 

Jerome Kohlberg, Jr.,
Attorney-in-Fact pursuant
to the Power of Attorney
contained in Section 9
of the Amended and Restated
Limited Partnership Agreement,
a copy of which is on file at
the office of Kohlberg,
Kravis, Roberts & Co.
645 Madison Avenue,
New York, New York 10022

117453

STATE OF NEW YORK)
 : SS. :
COUNTY OF NEW YORK)

On this 11th day of December, 1981, before me came JEROME KOHLBERG, JR., to me known to be the individual described in and who executed the foregoing instrument on his own behalf and on behalf of Kohlberg, Kravis, Roberts & Co. and who acknowledged that he executed the same.

Mary Lou Murray
Notary Public
MARY LOU MURRAY
Notary Public, State of New York
No. 4644049
Westchester County
Term Expires March 30, 1982

STATE OF NEW YORK)
 : SS. :
COUNTY OF NEW YORK)

On this 11th day of December, 1981, before me came JEROME KOHLBERG, JR., to me known to be the person described in and appointed attorney-in-fact in and by the power of Attorney for Henry R. Kravis, George R. Roberts, Donald J. Herdrich, Robert I. MacDonnell, Paul E. Raether and Michael W. Michelson contained in Section 9 of the Amended and Restated Limited Partnership Agreement, a copy of which is on file at the office of Kohlberg, Kravis, Roberts & Co., 645 Madison Avenue, New York, New York 10022, and who acknowledged to me that he had executed the foregoing instrument as the act and deed of those persons who executed such Agreement.

Mary Lou Murray
Notary Public
MARY LOU MURRAY
Notary Public, State of New York
No. 4644049
Westchester County
Term Expires March 30, 1982

STATE OF NEW YORK
COUNTY OF NEW YORK, SS.
NORMAN GOODMAN
Notary Public and Clerk
of the Supreme Court
Westchester County,
New York
DO HEREBY CERTIFY ON

12-30-81

-5 FEB 1985

THAT I HAVE COMPARED THIS COPY WITH THE ORIGINAL FILED IN MY OFFICE ON

AND THAT THE SAME IS A CORRECT TRANSCRIPT THEREOF AND OF THE WHOLE OF SUCH ORIGINAL IN WITNESS WHEREOF I HAVE HEREON SET MY HAND AND AFFIXED MY OFFICIAL SEAL.

GENEVA CLERK AND CLERK OF THE SUPREME COURT WESTCHESTER COUNTY
FACSIMILE SIGNATURE USED
PURSUANT TO SEC. 9001
COUNTY LAW.

FEE PAID

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SECRETARY OF
STATE

CERTIFICATE OF AMENDMENT
OF THE
AMENDED CERTIFICATE OF LIMITED PARTNERSHIP
OF
KKR ASSOCIATES

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

KKR ASSOCIATES, a limited partnership existing under the laws of the State of New York, pursuant to the provisions of Sections 113 and 114 of the New York Partnership Law, hereby amends its Amended Certificate of Limited Partnership now of record in the office of the Clerk of the County of New York, State of New York, as follows:

A new Article 15, relating to additional contributions to the capital of the Partnership, is added to read as follows:

"15. Each General Partner and Limited Partner (including its successors and assigns) shall contribute funds to the Partnership to replenish any negative balance existing in its respective Capital Account at such time as the Partnership is required to replenish any negative balance existing in its capital account in FMGP Associates in accordance with that certain agreement entitled Agreement Regarding

029275

Replenishment of Negative Capital Account Balances
between the Partnership and FMGP Associates dated
December 23, 1983."

IN WITNESS WHEREOF, the undersigned have executed
this Certificate of Amendment in person or by duly
authorized officer, agent or attorney as of this 30th day of
January, 1984.

GENERAL PARTNERS:

Henry R. Kravis
Henry R. Kravis

Jerome Kohlberg, Jr.
George R. Roberts
Robert I. MacDonnell

By *Henry R. Kravis*
Henry R. Kravis
Attorney-in-Fact pursuant to the
Power of Attorney contained in
Section X of the Amended and
Restated Limited Partnership
Agreement

LIMITED PARTNERS:

Kohlberg, Kravis, Roberts & Co., 645 Madison Avenue, New York, New York 10022

By *Henry R. Kravis*
Henry R. Kravis
General Partner

Donald J. Herdrich, 6 Brookdale Lane, Chappagua, New York 10514
Paul E. Raether, 260 Highland Road, Rye, New York 10580
Michael W. Michelson, 2285 Washington Street, San Francisco, California 94115

By *Henry R. Kravis*
Henry R. Kravis
Attorney-in-Fact pursuant to the
Power of Attorney contained in
Section X of the Amended and
Restated Limited Partnership
Agreement

85 FEB 21 AM 11 28
SECRETARY OF
STATE

CERTIFICATE OF AMENDMENT
OF THE
AMENDED CERTIFICATE OF LIMITED PARTNERSHIP
OF
KKR ASSOCIATES

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

KKR ASSOCIATES, a limited partnership existing under the laws of the State of New York, pursuant to the provisions of Sections 113 and 114 of the New York Partnership Law, hereby amends its Amended Certificate of Limited Partnership now of record in the office of the Clerk of the County of New York, State of New York, as follows:

Article IV (B) is hereby amended to read in its entirety as follows:

"(B) The name and places of residence of the Limited Partners in the Partnership (the 'Limited Partners') are as follows:

Kohlberg, Kravis, Roberts & Co.
645 Madison Avenue
New York, New York 10022

Donald J. Herdrich
6 Brookdale Lane
Chappaqua, New York 10514

Robert I. MacDonnell
875 Vista Road
Hillsborough, California 94010"

Article VI is hereby amended to read in its entirety as follows:

"Kohlberg, Kravis, Roberts & Co., a Limited Partner, made an initial capital contribution to the Partnership of \$166,561.42. As of April 30, 1980, Kohlberg, Kravis, Roberts & Co. assigned one-half of its interest in the Partnership to each of Donald J. Herdrich and Robert I. MacDonnell. Accordingly, the capital contributions of each of the Limited Partners as of this date are as follows:


Kohlberg, Kravis, Roberts & Co.	\$ 1.00
Donald J. Herdrich	\$83,280.71
Robert I. MacDonnell	\$83,280.71"

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment in person or by duly authorized officer, agent or attorney as of this 20th day of June, 1980.

GENERAL PARTNERS


Henry R. Kravis

Jerome Kohlberg, Jr.
George R. Roberts

By 
Henry R. Kravis,
Attorney-in-Fact pursuant
to the Power of Attorney
contained in Section 9
of the Amended and Restated
Limited Partnership Agree-
ment, a copy of which is
on file at the office of
Kohlberg, Kravis, Roberts
& Co., 645 Madison Avenue
New York, New York 10022

51051

LIMITED PARTNERS

Kohlberg, Kravis, Roberts & Co.

By *H. R. Kravis*
Henry R. Kravis, Partner

Donald J. Herdrich
Robert I. MacDonnell

By *H. R. Kravis*
Henry R. Kravis,
Attorney-in-Fact pursuant
to the Power of Attorney
contained in Section 9
of the Amended and Restated
Limited Partnership Agree-
ment, a copy of which is
on file at the office of
Kohlberg, Kravis, Roberts
& Co., 645 Madison Avenue
New York, New York 10022

51052

Amended Certificate of Limited Partnership of the Partnership.

(5) Articles 14 and 13 relating respectively to the continuation of the Partnership and the Limited Partners' right to receive cash for their contributions, are renumbered to become, respectively, Articles 13 and 14.

(6) Articles 1 through 14 are hereby restated so that the Amended Certificate of Limited Partnership of the Partnership will read in entirety as follows:

"1. The name of the partnership is KKR Associates (the 'Partnership').

2. The character of the Partnership's business is making equity investments in certain corporations, partnerships and/or joint ventures and managing such investments for its own account and as general partner of certain limited partnerships also making such investments.

3. The principal place of business of the Partnership is to be located at 645 Madison Avenue in the City of New York, State of New York, c/o Kohlberg, Kravis, Roberts & Co.

4. (a) The names and places of residence of the General Partners of the Partnership (the 'General Partners') are as follows:

Jerome Kohlberg, Jr.
4 Quarry Road
Larchmont, New York 10538

Henry R. Kravis
132 East 72nd Street
New York, New York 10028

George R. Roberts
292 Valparaiso
Atherton, California 94025

Robert I. MacDonnell
875 Vista Road
Hillsborough, California 94010

(b) The names and places of residence of the Limited Partners of the Partnership (the 'Limited Partners') are as follows:

Kohlberg, Kravis, Roberts & Co.
645 Madison Avenue
New York New York 10022

Donald J. Herdrich
6 Brookdale Lane
Chappaqua, New York 10514

Paul E. Raether
260 Highland Road
Rye, New York 10580

• Michael W. Michelson
2285 Washington Street
San Francisco, California 94115

5. The existence of the Partnership commenced upon the filing of a Certificate of Limited Partnership in the office of the County Clerk of the New York County on November 7, 1979 and compliance with the provisions of Section 91(b) of the New York Partnership Law and shall terminate on December 31, 2006, unless earlier terminated by operation of law or by the unanimous determination of the General Partners or as a result of the retirement, withdrawal, bankruptcy, death or adjudication of incompetency of the last remaining General Partner.

6. The amount of cash and the agreed value of other property (comprised of equity investments in certain corporations and partnerships) contributed by, or on behalf of, each of the Limited Partners is as follows:

Kohlberg, Kravis, Roberts & Co.	\$	1.00
Donald J. Herdrich		\$445,124.54
Paul E. Raether		\$303,474.44
Michael W Michelson	\$	81,365.09

7. Each Limited Partner shall make such additional contributions to the capital of the

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Partnership as may from time to time be agreed upon by the Limited Partners and the General Partners.

8. The contributions made by the Limited Partners, to the extent of Partnership assets remaining after a final accounting has been made in accordance with Section 112 of the New York Partnership Law shall be returned upon termination of the Partnership.

9. If the General Partners deem it advisable to make a distribution of profits, each Limited Partner shall be entitled to receive a share of such distribution equivalent to his proportionate share of the capitalization of the Partnership.

10. No Limited Partner may substitute an assignee as a contributor in his place. No Limited Partner may assign or transfer all or any part of his interest in the Partnership unless the General Partners shall have consented to such transfer or assignment in writing.

11. Additional limited partners may be admitted to the Partnership on terms that may be agreed upon in writing between the General Partners and the new limited partners.

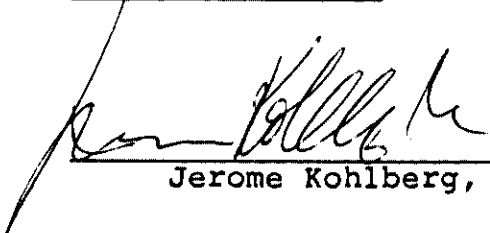
12. No Limited Partner shall have priority over other Limited Partners as to contributions or as to compensation by way of income.

"13. Upon the death, retirement, bankruptcy or incompetency of any General Partner, the remaining General Partners or General Partner shall have the right to continue the business of the Partnership.

"14. No Limited Partner shall have the right to demand and receive property other than cash in return for his contribution."


IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment in person or by duly authorized officer, agent or attorney as of this first day of January, 1982.

GENERAL PARTNERS:



Jerome Kohlberg, Jr.

Henry R. Kravis
George R. Roberts
Robert I. MacDonnell *General Partner and withdrawing Limited Partner*

By 


Jerome Kohlberg, Jr.,
Attorney-In-Fact pursuant to the Power of Attorney contained in Section 9 of the Amended and Restated Limited Partnership Agreement, a copy of which is on file at the office of Kohlberg, Kravis, Roberts & Co., 645 Madison Avenue, New York, New York 10022

LIMITED PARTNERS:

Kohlberg, Kravis, Roberts & Co.

By 
Jerome Kohlberg, Jr.

Donald J. Herdrich
Paul E. Raether
Michael W. Michelson

By 
Jerome Kohlberg, Jr.,
Attorney-In-Fact pursuant
to the Power of Attorney
contained in Section 9
of the Amended and Restated
Limited Partnership Agreement,
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