Mail:
United States Corporation Company
70 Pine Street
New York, N. Y. 10270

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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 attached is a true and correct copy of

Certificate of Limited Partnership

filed in this office on August 7, 1985

Michael Harkins
Michael Harkins, Secretary of State

November 1, 1985

Form 130

PRESENTED FOR REGISTRATION AND RECORDED
BY: H. Davis
Nov 25 3 37 PM '85
DATE:

L.E. SPEAS
REGISTER OF DEEDS
FORSYTH CTY, N.C.
$5.50 Rd Fee

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FILED
AUG 7 1985
3:30 PM

CERTIFICATE OF LIMITED PARTNERSHIP
OF
S&L ACQUISITION COMPANY L.P.

This Certificate of Limited Partnership ("Certificate") is being executed as of August 6, 1985, for the purpose of forming a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act, 6 Del. C. §§17-101 et seq. (the "Delaware Act").

NOW, THEREFORE, the undersigned hereby certifies as follows:

1. Name. The name of the partnership is S&L Acquisition Company L.P. (the "Partnership").

2. Registered Office and Registered Agent. The registered office of the Partnership in the State of Delaware is located at 306 South State Street, Dover, Delaware 19966. The name of the registered agent of the Partnership for service of process at such address is United States Corporation Company.

3. Name and Business Address of the General Partner. The name of the General Partner of the Partnership is GT Acquisition Corporation, a Delaware corporation. GT Acquisition Corporation has a business address at 445 Park Avenue, New York, New York 10022.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate as of the day and year first above written.

GENERAL PARTNER

GT Acquisition Corporation

By: _____
Title: Vice President

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