

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "AVISTA CAPITAL PARTNERS III GP, L.P." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF LIMITED PARTNERSHIP, FILED THE TWENTY-FIRST DAY OF MARCH, A.D. 2011, AT 4:05 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED PARTNERSHIP, "AVISTA CAPITAL PARTNERS III GP, L.P.".




Jeffrey W. Bullock, Secretary of State

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SR# 20196520772

Authentication: 203410771
Date: 08-14-19

You may verify this certificate online at corp.delaware.gov/authver.shtml

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
AVISTA CAPITAL PARTNERS III GP, L.P.**

* * * *

The undersigned, desiring to form a limited partnership pursuant to and in accordance with the Delaware Revised Uniform Limited Partnership Act (6 Del. C. §§ 17-101, et seq.), as amended from time to time, does hereby certify as follows:

FIRST

The name of the limited partnership is Avista Capital Partners III GP, L.P.

SECOND

The address of the limited partnership's registered office in the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808. The name and address of the registered agent for service of process on the limited partnership in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808.

THIRD

The name and mailing address of the general partner is as follows:

Avista Capital Managing Member, LLC
65 East 55th Street, 18th Floor
New York, NY 10022

IN WITNESS WHEREOF, the undersigned being the general partner hereinbefore named, declaring and certifying that the facts herein stated are true for the purpose of forming a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act, hereby makes this Certificate of Limited Partnership as of the 21st day of March, 2011.

AVISTA CAPITAL MANAGING MEMBER, LLC

By: /s/ Ben Silbert
Name: Ben Silbert
Title: Secretary and General Counsel