

AMENDED AND RESTATED
CERTIFICATE OF FORMATION
OF
CERBERUS EMPLOYEES, LLC

This Amended and Restated Certificate of Formation is filed pursuant to Section 18-208 of the Delaware Limited Liability Company Act. This document restates, integrates and further amends the Certificate of Formation of Cerberus Employees, LLC which was filed with the office of the Secretary of State of Delaware on January 15, 2002 under the name Cerberus America Series One Holdings, LLC.

FIRST: The name of the limited liability company is Cerberus Executive, LLC (the "Company").

SECOND: The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The name of the registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Formation of Cerberus Employees, LLC this 28th day of July 2011.

CERBERUS EMPLOYEES, LLC

By: 
Name: Eileen M. Horan
Title: Authorized Person