

F04000001/25

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BASIC AMENDMENT Z&L ACQUISITION CORP.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 22, 2004

Z&L ACQUISITION CORP.
P.O. BOX 2273
ORLADO, FL 32802

SUBJECT: Z&L ACQUISITION CORP.
REF: F04000001125

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

DATE AS SHOWN ON #4 OF YOUR DOCUMENT IS INCOMPLETE. PLEASE CORRECT DOCUMENT WITH THE COMPLETE DATE AS SHOWN ON THE CERTIFICATE. THIS DATE SHOULD READ: NOVEMBER 19, 2004.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Document Specialist

FAX Aud. #: E04000231796
Letter Number: 604A00066171

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F04000001125
(Document number of corporation (if known))

1 Z&L Acquisition Corp.
(Name of corporation as it appears on the records of the Department of State)

2 Delaware
(Incorporated under laws of)
3, 03/01/2004
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of
its jurisdiction of incorporation? 11/19/04

5. Hughes GP & Management, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or
appropriate abbreviation, if not contained in new name of the corporation)

N/A
(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting
business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
(New jurisdiction)

[Signature]
(Signature of a director, president or other officer - if in the hands
of a receiver or other court appointed fiduciary, by that fiduciary)
John Z. Pare
(Typed or printed name of person signing)

11-19-04
(Date)
Secretary
(Title of person signing)

FILED
04 NOV 19 AM 11:37
SECRETARY OF STATE
MIAMI HASSEY, FLORIDA

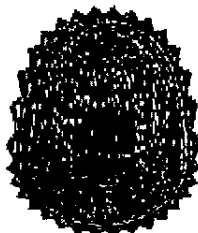
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "Z&L ACQUISITION CORP.", CHANGING ITS NAME FROM "Z&L ACQUISITION CORP." TO "HUGHES GP & MANAGEMENT, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF NOVEMBER, A.D. 2004, AT 12:34 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3489910

DATE: 11-19-04

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040836938

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:34 PM 11/19/2004
FILED 12:34 PM 11/19/2004
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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
Z&L ACQUISITION CORP.

IT IS HEREBY CERTIFIED THAT:

1. The name of the corporation (hereinafter referred to as the "Corporation") is Z&L Acquisition Corp

2 The certificate of incorporation of the Corporation is hereby amended by striking out the Article thereof numbered "First" and by substituting in lieu thereof the following new Article:

"FIRST: The name of the corporation is Hughes GP & Management, Inc. (the "Corporation")."

3. The amendment of the certificate of incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware

IN WITNESS WHEREOF, said Z&L Acquisition Corp. has caused this certificate to be signed by the undersigned authorized officer this 19th day of November, 2004.

Z&L ACQUISITION CORP.

By: [Signature]
Name: John Pace
Title: Secretary