APR 18 2000 14:37 FR PROSKAUER ROSE sion of Corporations

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Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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Account Number : 074673001063

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BASIC AMENDMENT

DPOC GENPAR, INC.

| Certificate of Status | 0 |
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

| DPOC GENPAR, INC. | | |
|-------------------|----------------|--|
| | (present name) | |

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)
ARTICLE I of the Articles of Incorporation of the Corporation shall be amended to read as follows:

"ARTICLE I

The name of this Corporation shall be ZENITH GP HOLDINGS, INC.

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: March ₹ , 2000

FOURTH: Adoption of Amendment(s) (CHECK ONE)

| | · |
|-----------|--|
| | The state of the s |
| 2 | The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval. |
| | The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s): |
| | "The number of votes cast for the amendment(s) was/were sufficient for approval by |
| | voting group |
| | The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. |
| | The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required. |
| Signature | (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) |
| | OR |
| | (By a director if adopted by the directors) |
| | OR |
| | (By an incorporator if adopted by the incorporators) |
| | Scott Brenner |
| | Typed or printed name |
| | President |
| | Title |

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