

ARTICLES OF MERGER

BETWEEN

ZENITH ADMINISTRATORS ACQUISITION, INC. 3:11:20

(a Corporation of the State of Illinois)

AND

ZENITH ADMINISTRATORS, INC.

(a Corporation of the State of Maryland)

FILED

APR 13 2005

By KML

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ZENITH ADMINISTRATORS ACQUISITION, INC., a corporation duly incorporated and existing under the laws of the State of Illinois, and ZENITH ADMINISTRATORS, INC., a corporation duly incorporated and existing under the laws of the State of Maryland, and wholly-owned subsidiary of ZENITH ADMINISTRATORS ACQUISITION, INC., do hereby certify that:

FIRST: ZENITH ADMINISTRATORS ACQUISITION, INC. and ZENITH ADMINISTRATORS, INC. agree that ZENITH ADMINISTRATORS ACQUISITION, INC. shall be merged with and into ZENITH ADMINISTRATORS, INC.

SECOND: ZENITH ADMINISTRATORS, INC., a corporation duly incorporated and existing under the laws of the State of Maryland, shall survive the merger and shall continue under the name ZENITH ADMINISTRATORS, INC.

THIRD: ZENITH ADMINISTRATORS ACQUISITION, INC., the merged corporation, is a corporation incorporated on the 26th day of January, 2005 under the Illinois Business Corporation Act of 1983, as amended.

FOURTH: No amendments to the charter of the surviving corporation are to be effected as part of the merger.

FIFTH: The total number of shares of stock of all classes which ZENITH ADMINISTRATORS, INC. has authority to issue is 1,150 shares divided into two separate classes, of which 1,000 shares may be shares of Capital Stock, without par value, and 150 shares may be shares of Preferred Stock, without par value. The merger does not change the authorized stock of ZENITH ADMINISTRATORS, INC.

The total number of shares of stock of all classes which ZENITH ADMINISTRATORS ACQUISITION, INC. has authority to issue is 10,000 shares of common stock, with par value of \$1.00 per share. The aggregate par value of all the shares of stock of all classes of ZENITH ADMINISTRATORS ACQUISITION, INC. is \$10,000.

SIXTH: The manner and basis of converting or exchanging issued stock of the merged corporation into different stock or other consideration and the manner of dealing with any issued stock of the merged corporations not to be so converted or exchanged shall be as follows:

Each share of stock of ZENITH ADMINISTRATORS ACQUISITION, INC. or ZENITH ADMINISTRATORS, INC. outstanding immediately prior to the effective time of the merger shall

- 1 -

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RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
05 APR 13 AM 9:03

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the page document on file in this office. DATED: 4/8/05

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: Sherry T. [Signature], Custodian
This stamp replaces our previous certification system. Effective: 6/95

782-1641

not be converted in any manner, nor shall any cash, property or other consideration be paid or delivered therefor, but each shall be surrendered, extinguished and irrevocably cancelled automatically without any further action on the part of any party.

Immediately following the effective time of the merger, ZENITH ADMINISTRATORS, INC. shall issue one (1) share of Capital Stock, no par value each, to the former holder of ZENITH ADMINISTRATORS ACQUISITION, INC. common stock for each share of ZENITH ADMINISTRATORS ACQUISITION, INC. common stock formerly held by such holder.

SEVENTH: The principal office of ZENITH ADMINISTRATORS, INC., the surviving corporation, is located in the County of Baltimore City, State of Maryland. ZENITH ADMINISTRATORS ACQUISITION, INC., the merged corporation, owns no real property in the State of Maryland.

EIGHTH: The terms and conditions of the transaction set forth in these articles were advised, authorized, and approved by each corporation party to these articles in the manner and by the vote required by its charter and the laws of the place where it is incorporated.

NINTH: The terms and conditions of the transaction of merger as set forth in these articles were approved by ZENITH ADMINISTRATORS, INC., the surviving corporation, in the following manner:

The merger was duly approved pursuant to and in accordance with Sec. 3-105, subsection (A) (1) and Sec. 3-106 of Corporations and Associations Article of the Annotated Code of Maryland by a majority of the entire Board of Directors of said corporation on the 31st day of March, 2005 without a vote of the stockholders. Immediately prior to the merger, ZENITH ADMINISTRATORS, INC. is a wholly-owned subsidiary of ZENITH ADMINISTRATORS ACQUISITION, INC.

TENTH: The terms and conditions as set forth in these articles of merger were approved by ZENITH ADMINISTRATORS ACQUISITION, INC., the merged corporation, in the following manner:

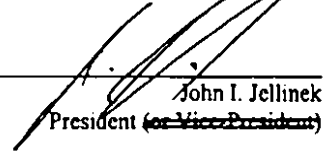
The merger was duly approved pursuant to and in accordance with Sections 7.10 and 11.20 of the Illinois Business Corporation Act of 1983, as amended, by the unanimous written consent of the shareholders of the said corporation on the 31st day of March, 2005 without a vote of the shareholders.

ELEVENTH: The Merger shall be effective upon the (a) filing and acceptance of these articles with the Maryland State Department of Assessments and Taxation and (b) filing and acceptance of Illinois articles of merger with the Secretary of State of the State of Illinois.

[Remainder of page left blank; signature page to follow]

IN WITNESS WHEREOF, ZENITH ADMINISTRATORS, INC. and ZENITH ADMINISTRATORS ACQUISITION, INC., the parties to the merger, have caused these articles of merger to be signed in their respective corporate names and on their behalf by their respective presidents or vice-presidents and witnessed or attested by their respective secretaries or assistant secretaries all as of the 31ST day of March, 2005.

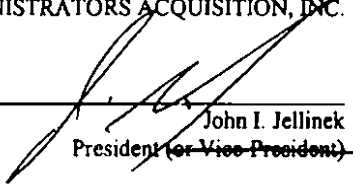
ZENITH ADMINISTRATORS, INC.

By 
John I. Jellinek
President ~~(or Vice President)~~

Attest: (Witness)


George Plumb
Secretary ~~(or Assistant Secretary)~~

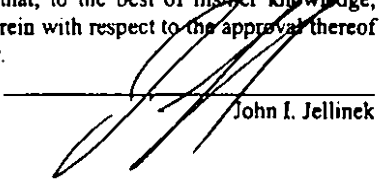
ZENITH ADMINISTRATORS ACQUISITION, INC.

By 
John I. Jellinek
President ~~(or Vice President)~~

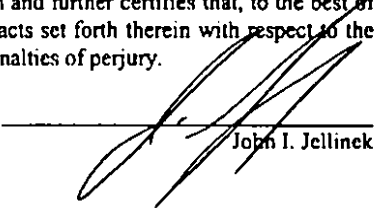
Attest: (Witness)


George Plumb
Secretary ~~(or Assistant Secretary)~~

THE UNDERSIGNED, President of ZENITH ADMINISTRATORS, INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his/her knowledge, information and belief, the matters and the facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


John I. Jellinek

THE UNDERSIGNED, President of ZENITH ADMINISTRATORS ACQUISITION, INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his/her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


John I. Jellinek

CUST ID:0001591301
WORK ORDER:0001834339
DATE:03-31-2005 03:20 PM
AMT. PAID:\$193.00

CORPORATE CHARTER APPROVAL SHEET

**** EXPEDITED SERVICE ** ** KEEP WITH DOCUMENT ****

DOCUMENT CODE 11 BUSINESS CODE _____

Close _____ Stock _____ Nonstock _____

P.A. _____ Religious _____

Merging (Transferor) Zenith


Administrators Acquisition,
Inc.

(IL)

Surviving (Transferee) Zenith Administrators

Inc.

D02577849


 1000361981147723

 ID # D02577849 ACK # 1000361981147723
 LIBER: 800782 FOLIO: 1641 PAGES: 0004
 ZENITH ADMINISTRATORS, INC.

 03/31/2005 AT 02:38 P WO # 0001834339

New Name _____

FEES REMITTED

Base Fee: 100
 Org. & Cap. Fee: _____
 Expedite Fee: 70
 Penalty: _____
 State Recordation Tax: _____
 State Transfer Tax: _____
1 Certified Copies _____
 Copy Fee: 23
 Certificates _____
 Certificate of Status Fee: _____
 Personal Property Filings: _____
 Other: _____
 TOTAL FEES: 193

 Change of Name
 Change of Principal Office
 Change of Resident Agent
 Change of Resident Agent Address
 Resignation of Resident Agent
 Designation of Resident Agent
 and Resident Agent's Address
 Change of Business Code
 Adoption of Assumed Name
 Other Change(s)

Credit Card _____ Check 20 Cash 20

Documents on _____ Checks _____

Approved By: 14

Keyed By: 14

COMMENT(S):

Code 048

Attention: Heather McGonigle

Mail to Address:

CUST ID: 0001591381
 WORK ORDER: 0001834339
 DATE: 03-31-2005 03:18 PM
 AMT. PAID: \$193.00