

NPC ACQUISITION CORP.
CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION

NPC Acquisition Corp., a Delaware corporation (the "Corporation"), does hereby certify, pursuant to Section 242 of the General Corporation Law of the State of Delaware, that:

FIRST: The Board of Directors of the Corporation, at a meeting of the Board of Directors of the Corporation held on June 5, 1998, duly adopted resolutions proposing an amendment to the Certificate of Incorporation of the Corporation changing Article First of the Certificate of Incorporation and submitting such proposal to the shareholders of the Corporation, as follows:

RESOLVED: That it is deemed advisable and in the best interest of the Corporation to amend Article First of its Certificate of Incorporation to read as follows:

FIRST: The name of the corporation is:

NPC, Inc."

RESOLVED: That the Corporation be and it hereby is authorized and directed to amend its Certificate of Incorporation as set forth in the foregoing resolution, that the proposed amendment to the Corporation's Certificate of Incorporation shall be submitted to the stockholders of the Corporation for their consideration and approval, and that the appropriate officers of the Corporation be and they hereby are authorized and directed to execute and deliver any and all documents or certificates deemed necessary to effectuate the proposed amendment outlined above, including a Certificate of Amendment to Certificate of Incorporation for filing with the Delaware Secretary of State, and any filings with governmental authorities to reflect the change of the Corporation's name.

SECOND: The proposed amendment to the Certificate of Incorporation of the Corporation changing Article First of the Certificate of Incorporation has

been approved and adopted by the stockholders of the Corporation, pursuant to Section 228 of the General Corporation Laws of the State of Delaware, by written consent dated June 17, 1998.

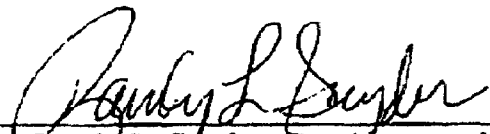
Accordingly, Article First of the Certificate of Incorporation of the Corporation is hereby amended to read as follows:

"FIRST: The name of the Corporation is:

NPC, Inc."

IN WITNESS WHEREOF, NPC Acquisition Corp. has caused this Certificate of Amendment to its Certificate of Incorporation to be executed by Randy L. Snyder, its President and CEO, this 17th day of June, 1998.

NPC Acquisition Corp.

By: 
Randy L. Snyder, President and CEO