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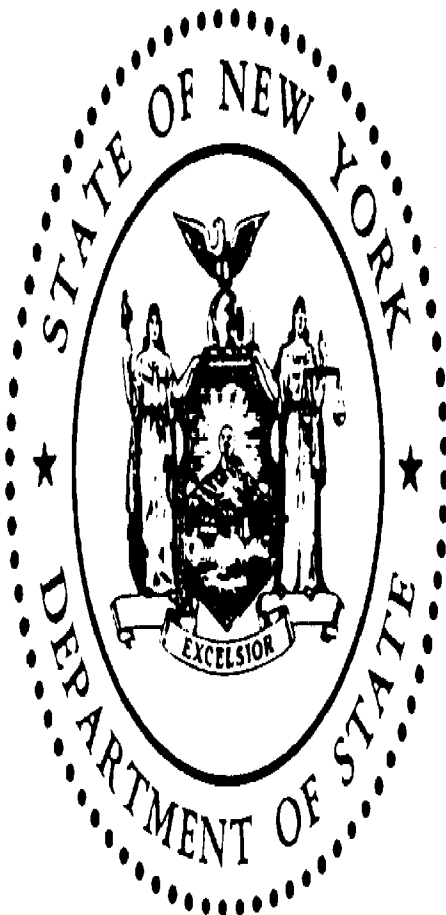


*Witness my hand and seal of the Department of State on*

**JUN 12 2000**

08-04-2000

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*Special Deputy Secretary of State*

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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
Z CUTLERY INC.

UNI-37

Under Section 805 of the Business Corporation Law

Pursuant to the provisions of Section 805 of the Business Corporation Law, the undersigned, being the President of the corporation, hereby certifies:

FIRST: The name of the corporation is

Z CUTLERY INC.

SECOND: That the Certificate of Incorporation was filed by the Secretary of State of New York on the second day of March, 2000.

THIRD: That the amendment to the Certificate of Incorporation effected by this Certificate is as follows:

Paragraph FIRST of the Certificate of Incorporation, relating to the corporate name of the corporation, is hereby by amended to read as follows:

"FIRST: The name of the corporation is

InternationalCutlery.com, Inc."

FOURTH: That the amendment to the Certificate of Incorporation was authorized by the unanimous written consent of all of its directors, followed by the unanimous written consent of all of its shareholders entitled to vote thereon.

IN WITNESS WHEREOF, I hereunto sign my name this seventh day of June, 2000.

S/JOEL J. SILVER  
Joel J. Silver, President

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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
Z CUTLERY INC.

UNI-37

Under Section 805 of the Business Corporation Law

Sherman Citron & Karasik  
152 West 57th Street  
New York, NY 10019

Customer Reference #: INTER09889

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