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Name [Gabrielle S. Roth	
Address (line 1)	Dickstein Shapiro Morin & Oshinsky LLP	
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To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

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State of Delaware

Office of the Secretary of State

PAGE 1

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 "C-TECH INDUSTRIES, INC.", CHANGING ITS NAME FROM "C-TECH INDUSTRIES, INC." TO "C-TECH ENTERPRISES, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

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



Darriet Smith Windson, Secretary of State

AUTHENTICATION: 1494192

DATE: 12-11-01

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TRADEMARK REEL: 002413 FRAME: 0864 of

Certificate of Incorporation

of

C-TECH INDUSTRIES, INC.

Under Section 242 of the General Corporation Law of the State of Delaware

C-Tech Industries, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That pursuant to an unanimous written consent of the Corporation's Board of Directors dated December 4, 2001, resolutions were adopted setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and proposing to submit said amendment to the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

> RESOLVED, that the Board of Directors of the Corporation hereby declares it advisable and in the best interest of the Corporation that the name of the Corporation be changed to "C-Tech Enterprises, Inc." and that Article FIRST of the Certificate of Incorporation be amended to read as follows:

> > FIRST: The name of the Corporation shall be "C-Tech Enterprises, Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the holders of a majority of the issued and outstanding shares of capital stock of the Corporation have given their written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said C-Tech Industries, Inc. has caused this Certificate of Amendment to be signed by a duly authorized officer this 5th day of December , 2001.

Title: Secretary

STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:00 AM 12/10/2001 010630609 - 2794592

RECORDED: 12/20/2001

TRADEMARK REEL: 002413 FRAME: 0865