

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, 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 "WHO? VISION SYSTEMS, INC.", CHANGING ITS NAME FROM "WHO? VISION SYSTEMS, INC." TO "ETHENTICA, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JUNE, A.D. 2000, AT 1:30 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2773257 8100

001402544

AUTHENTICATION: 0610676

DATE: 08-09-00

**CERTIFICATE OF AMENDMENT
to the
CERTIFICATE OF INCORPORATION
Of
WHO? VISION SYSTEMS, INC.**

Who? Vision Systems, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), does hereby certify:

FIRST: That by written consent of the board of directors dated June 11, 2000 a resolution was duly adopted setting forth a proposed amendment to the Certificate of Incorporation of the Company, declaring said amendment to be advisable and calling for consideration of said proposed amendment by the stockholders of the Company entitled to vote. The resolution setting forth the amendment is as follows;

RESOLVED, that the Certificate of Incorporation of this Company be amended by changing Article I thereof so that, as amended, said Article shall be and read as follows:

ARTICLE I. The name of the corporation is Ethentica, Inc.

SECOND: That, pursuant to the resolution of the board of directors, the proposed amendment was approved by a majority of the stockholders of the Company entitled to vote by written consent dated June 26, 2000.

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

IN WITNESS WHEREOF, the Company has caused this Certificate to be executed on this 26th, day of June, 2000

WHO? VISION SYSTEMS, INC.

By: /s/ John Van Zandt
John Van Zandt, Vice President

f:\partners\who\vision\charter-corporate\cert of amendment name change

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:30 PM 06/26/2000
001324598 - 2773257