

**CERTIFICATE OF AMENDMENT
OF THE RESTATED CERTIFICATE OF INCORPORATION
OF M-FACTOR, INC.**

M-Factor, Inc. (the "Company"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

FIRST: That the name of the Company is M-Factor, Inc. and that the Company was originally incorporated pursuant to the General Corporation Law on July 3, 2003 under the name 3-D Marketing Technologies, Inc.

SECOND: That the date on which the Restated Certificate of Incorporation of the Company was filed with the Secretary of State of the State of Delaware is May 16, 2007.

THIRD: That the Board of Directors of the Company adopted a resolution setting forth a proposed amendment to the Restated Certificate of Incorporation, declaring said amendment to be advisable and in the best interests of the Company, and authorizing the appropriate officers of the Company to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment is as follows:

"RESOLVED, that that Article IV.B.3.(d)(ii)(H) of the Restated Certificate of Incorporation of the Company be amended to read in its entirety as follows:

(H) Common Stock issued to lease companies, real estate lessors, banks, financial institutions or other entities with which the Company has business relationships in connection with commercial credit arrangements, equipment financings, leases or other transactions that in each case has been approved by this corporation's Board of Directors (including unanimous approval of the Preferred Directors, as defined below), provided such issuances are for other than primarily equity financing purposes."

FOURTH: That thereafter said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law by written consent of the stockholders holding the requisite number of shares required by statute given in accordance with and pursuant to Section 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment of the Restated Certificate of Incorporation to be signed by its Chief Executive Officer this 3rd day of March, 2008.

/s/ Phil Delurgio

Phil Delurgio,
Chief Executive Officer