

**CERTIFICATE OF AMENDMENT
OF THE
RESTATED CERTIFICATE OF INCORPORATION
OF
FBC SYSTEMS, INC.**

FBC Systems, Inc. (the "Corporation"), 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 Corporation is FBC Systems, Inc. and that the Corporation was originally incorporated pursuant to the General Corporation Law on September 26, 2003.

SECOND: The Board of Directors of the Corporation adopted resolutions setting forth a proposed amendment to the Restated Certificate of Incorporation of the Corporation (the "Restated Certificate"), declaring said amendment to be advisable and in the best interests of the Corporation and its stockholders and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders to such amendment. The resolution setting forth the proposed amendment is substantially as follows:

RESOLVED, that Article IV(A) of the Restated Certificate be amended to read in its entirety as follows:

"A. Authorization of Stock. This corporation is authorized to issue two classes of stock to be designated, respectively, common stock and preferred stock. The total number of shares that this corporation is authorized to issue is Sixty-Nine Million One Hundred Thirteen Thousand Four Hundred Forty-Nine (69,113,449). The total number of shares of common stock authorized to be issued is Fifty-Two Million (52,000,000), par value \$0.0001 per share (the "Common Stock"). The total number of shares of preferred stock authorized to be issued is Seventeen Million One Hundred Thirteen Thousand Four Hundred Forty-Nine (17,113,449), par value \$0.0001 per share (the "Preferred Stock"), of which Seventeen Million One Hundred Thirteen Thousand Four Hundred Forty-Nine (17,113,449) shares are designated as "Series A Preferred Stock."

THIRD: That thereafter said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware 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, FBC Systems, Inc. has caused this Certificate of Amendment to be signed by its President as of October 25, 2004.

/s/ Frank V. Azzolino

Frank V. Azzolino

President