

**CERTIFICATE OF AMENDMENT
OF THE RESTATED CERTIFICATE OF INCORPORATION
OF 3-D MARKETING TECHNOLOGIES, INC.**

3-D Marketing Technologies, 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: The name of the Corporation is 3-D Marketing Technologies, Inc.

SECOND: The date on which the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware is July 3, 2003, under the same name.

THIRD: The date on which the Restated Certificate of the Corporation was filed with the Secretary of State of the State of Delaware is July 14, 2004, under the same name.

FOURTH: That the Board of Directors of the Corporation 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 Corporation:

"RESOLVED, that Article I of the Restated Certificate of Incorporation of the Company be amended to read in its entirety as follows:

The name of this corporation is M-Factor, Inc."

FIFTH: 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 Corporation has caused this Certificate of
Amendment of the Restated Certificate of Incorporation to be signed by its President this
2 day of May, 2005.

A handwritten signature in black ink, appearing to be 'PD' with a long horizontal stroke extending to the right.

Phil Delurgio,
President