

02-08-2001



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PATENT

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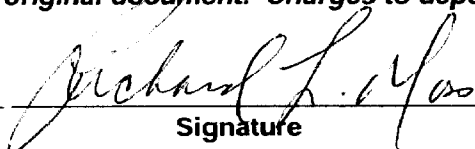
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Richard L. Moss (Reg. No. 39,782)            1/29/01

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CERTIFICATE OF AMENDMENT

OF

TY-BREAKERS (NY) CORP.

Under Section 805 of the Business Corporation Law

APR 19 4 07 PM '95

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STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED APR 20 1995

TAX \$ 0

BY: JW

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APR 18 11 15 AM '95

FILED BY: Stanley R. Howie  
Corporation Service Company  
4 Central Avenue  
Albany, NY 12210

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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
TY-BREAKERS (NY) CORP.

Under Section 805 of the Business Corporation Law

We, the undersigned, being respectively the President and the Secretary of TY-BREAKERS (NY) CORP., a New York corporation (the "Corporation"), certify as follows:

1. The name of the Corporation is ~~TY-BREAKERS (NY) CORP.~~ The name under which the Corporation was formed ~~was RIF International Trading Corp.~~

2. The Corporation's Certificate of Incorporation was filed with the Department of State of the State of New York on April 27, 1977. The Corporation's Restated Certificate of Incorporation was filed on April 11, 1994. An amendment to the Restated Certificate of Incorporation was filed on September 9, 1994.

3. The Certificate of Incorporation, as now in full force and effect, is amended by the addition of a provision stating the number, designation, relative rights, preferences, and limitations of the shares of Series B Preferred Stock as fixed by the Board of Directors of the Corporation in accordance with Section 502 of the Business Corporation Law.

4. Article FOURTH of the Certificate of Incorporation of the Corporation is amended by deleting subparagraph 2 of Paragraph B in its entirety and adding the following:

2. Series B Preferred Stock.

a. Designation and Number of Shares. The Series B Preferred Stock shall be designated and known as "Series B Preferred Stock" and shall consist of up to 35,900 shares.

b. Rank. The Series B Preferred Shares shall, with respect to dividend rights and rights on liquidation, dissolution and winding up, rank (a) senior to all classes of common stock, \$.001 par value, of the Corporation ("Common Stock"); (b) junior to the Series A Preferred Stock of the Corporation; and (c) senior to any other series or class of the Corporation's stock if so designated in the resolutions of the Corporation's Board of Directors creating such other series or class. All equity securities that are junior to the Series B Preferred Stock are collectively referred to herein as "Junior Stock".

c. Voting Rights. Except as may be required by the Business Corporation Law, the Series B Preferred Stock shall not be entitled to vote on any matters submitted to the shareholders of the Corporation.

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