

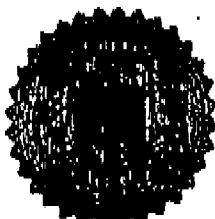
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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 "SPIT CORP.", CHANGING ITS NAME FROM "SPIT CORP." TO "SPID (2002) CORP.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2002, AT 5 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
 Harriet Smith Windsor, Secretary of State

PATENT

REEL: 014264 FRAME: 0445

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 06:00 PM 02/27/2002
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CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
SPIT CORP.

BEFORE BEGINNING BUSINESS

PURSUANT TO SECTION 241 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE

Lynn Buckley, the undersigned sole incorporator of SPIT Corp. (the "Corporation"), does hereby certify as follows:

1. The Corporation has not received payment for any of its stock.
2. Article FIRST of the Certificate of Incorporation is amended to read in its entirety as set forth below:

FIRST: The name of the Corporation is SPID (2002) Corp. (hereinafter the "Corporation").

3. The foregoing amendment was duly adopted in accordance with the provisions of Section 241 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused
this Certificate of Amendment to be executed this 27th
day of February, 2002.



Lynn T. Buckley
Sole Incorporator

ACTION OF THE SOLE INCORPORATOR
OF
SPID (2002) CORP.

The undersigned, being the sole incorporator of SPID (2002) Corp., a Delaware corporation (the "Corporation"), hereby adopts the following resolutions in lieu of a meeting, pursuant to Section 108(c) of the General Corporation Law of the State of Delaware:

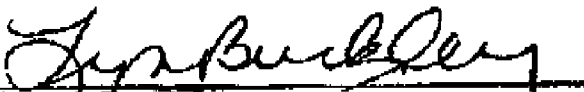
RESOLVED, that the proposed form of By-Laws is hereby adopted as and for the By-Laws of the Corporation.

RESOLVED, that the number of directors constituting the Board of Directors is hereby fixed at one and that the following person is hereby elected as the Sole Director of the Corporation to serve until the first Annual Meeting of Stockholders or until their successors shall be elected and duly qualified:

Chrysoverges Kritas

RESOLVED, that the Board of Directors of the Corporation is hereby authorized and directed to issue from time to time the shares of capital stock of the Corporation, now or hereafter authorized, wholly or partly for cash, for labor done, or services performed, or for personal property, or real property or leases thereof, received for the use and lawful purposes of the Corporation, or for any consideration, permitted by law, as in the discretion of the Board of Directors may deem for the best interest of the Corporation.

IN WITNESS WHEREOF, the undersigned has duly executed this instrument this 27th day of February, 2002.



Lynn Buckley

Sole Incorporator