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(((H04000159372 3)))

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BASIC AMENDMENT

INTELLIGENXIA INC.

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Amend
8/3/04

Fax Audit No **H04000159372**

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

INTELLIGENXIA INC.

1. The name of this corporation is Intelligenxia Inc., a Florida corporation (the "Corporation").
2. The Board of Directors of the Corporation approved the following amendments to the Corporation's Articles of Incorporation at a board meeting on June 24, 2004.
3. The holders of the Corporation's Series B Preferred Stock (the only series or class entitled to vote on the amendments) approved the following amendments by written consent dated as of July 31, 2004, and the number of votes cast for the amendments by such holders was sufficient for approval.
4. The Articles of Incorporation as heretofore granted by the Secretary of the State of Florida, as amended, are hereby further amended in the following particulars:
5. Addendum Number 2 to Articles of Incorporation of Intelligenxia Inc. Designating the Rights, Preferences and Limitations of Series B Preferred Stock, \$0.01 Par Value, is hereby amended, as attached to these Articles of Amendment.

IN WITNESS WHEREOF, Intelligenxia Inc. has caused this Amendment to be signed by Rengaswamy Mohan, its President and Chief Executive Officer, this 31st day of July, 2004.

INTELLIGENXIA INC.

By: 
Rengaswamy Mohan, President and Chief
Executive Officer

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**SECOND AMENDMENT TO
ADDENDUM NUMBER 2
TO
ARTICLES OF INCORPORATION
OF
INTELLIGENXIA INC.**

**DESIGNATING THE RIGHTS, PREFERENCES AND
LIMITATIONS OF**

SERIES B PREFERRED STOCK, \$0.01 PAR VALUE

Addendum Number 2 to Articles of Incorporation of Intelligenxia Inc. (the "Addendum") is hereby amended as follows:

Section 2 of the Addendum is hereby deleted in its entirety and replaced by the following:

2. Designation and Amount.

The shares of such series shall be designated "Series B Preferred Stock" (the "Series B Preferred Stock") and the number of shares constituting such series shall be 4,200,000.

The remainder of the Addendum shall remain unchanged.

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