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BASIC AMENDMENT

INTELLIGENXIA INC.

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Estimated Charge	\$43.75

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Amend
mm
8/5/04

Fax Audit No H04000161177

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 August 4, 2004.
3. The shareholders of the Corporation approved the following amendment by written consent dated as of August 4, 2004, and the number of votes cast for the amendment by such holders was sufficient for approval.
4. The Articles of Incorporation are hereby amended to append to increase the authorized capital of the Corporation, as reflected in the attachment 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 4th day of August, 2004.

INTELLIGENXIA INC.

By: 
Rengaswamy Mohan, President and Chief
Executive Officer

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TALLAHASSEE, FLORIDA

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INTELLIGENXIA, INC.**

The name of the corporation is Intelligenxia, Inc., a Florida corporation (the "Corporation"). The Articles of Incorporation of the Corporation as heretofore granted by the Secretary of State of the State of Florida on March 22, 2000, as amended, are hereby further amended in the following particulars:

1. Section 4.1 of the Articles of Incorporation is hereby amended in its entirety to read as follows:

"Section 4.1 Authorized Capital. The total number of shares of capital stock which this corporation is authorized to issue is thirty-one million (31,000,000) shares (the "Capital Stock") divided into classes as follows:

(a) Twenty million (20,000,000) shares of voting common stock having a par value of \$0.01 per share (the "Voting Common Stock");

(b) One Million (1,000,000) of which shall be shares of non-voting common stock having a par value of \$0.01 per share (the "Non-Voting Common Stock"); and

(c) Ten million (10,000,000) shares of preferred stock having a par value of \$0.01 per share (the "Preferred Stock"), and which may be issued in one or more classes or series as further described in Section 4.3."