P00000029351

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INTELLIGENXIA INC.

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T. Roberts JUN 30 2006

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
INTELLIGENXIA, INC.
(DOCUMENT NUMBER: P00000029351)

The name of the corporation is Intelligenxia, Inc., a Florida corporation (the "Corporation") and its document number is P00000029351. 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 heretofore previously amended, are hereby further amended in the following particulars:

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

"Article IV
CAPITAL

"Section 4.1 Authorized Capital. The total number of shares of capital stock which this corporation is authorized to issue is Forty-Five Million (45,000,000) shares (the "Capital Stock") divided into classes as follows:

(a) Twenty-Three Million (23,000,000) shares of voting common stock having a par value of $0.01 per share (the "Voting Common Stock");

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

(c) Twenty-One Million (21,000,000) 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."

The proposed amendment of the Articles of Incorporation as set forth in Paragraph 1 above was approved as of June 16, 2006, by unanimous written consent of the directors of the Corporation and further approved as of June 16, 2006, by the written consent of (i) holders of a majority of the voting Common Stock of the Corporation voting as a group; and (ii) holders of a majority of the voting Common Stock and Series A, B, C and D Preferred Stock voting as a group. The number of votes cast by each such voting group was sufficient for approval by each voting group.

IN WITNESS WHEREOF, INTELLIGENXIA INC. has caused its duly authorized corporate officer to execute these Articles of Amendment as of the 12 day of June, 2006.

INTELLIGENXIA, INC.

By: [signature]
Name: Timothy L. Connor
Title: Chief Operating Officer