

JUN 24 2003 5:00 PM E. L. BROWN
P00000029351

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BASIC AMENDMENT

INTELLIGENXIA INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 24, 2003

INTELLIGENXIA INC.
4905 BELFORT ROAD
SUITE 110
JACKSONVILLE, FL 32256

SUBJECT: INTELLIGENXIA INC.
REF: P00000029351

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

FILED
03 JUN 25 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 fifteen million six-hundred thousand (15,600,000) shares (the "Capital Stock") divided into classes as follows:

(a) Ten million (10,000,000) shares of voting common stock having a par value of \$0.01 per share (the "Voting Common Stock");

(b) Six hundred thousand (600,000) 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) Five million (5,000,000) 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 were approved as of June 6, 2003, by resolution of the board of directors of the Corporation and further approved as of June 19, 2003, by the written consent of a majority of the shareholders of the Corporation owning the voting stock of the Corporation. The number of votes cast by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, INTELLIGENXIA INC. has caused its duly authorized corporate officer to execute these Articles of Amendment as of the 19 day of June, 2003.

INTELLIGENXIA INC.

By: 
Name: Ren Mojian
Title: President

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