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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
NON-INVASIVE MONITORING SYSTEMS, INC.**

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MAY 07 2012

T. ROBERTS

5/7/2012 1:34 PM

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
NON-INVASIVE MONITORING SYSTEMS, INC.

HI2000125483 3
2012 MAY - 7 PM 3:46
SECRETARY OF STATE
GALLAHASSEE, FLORIDA

Non-Invasive Monitoring Systems, Inc., a Florida corporation (the "Corporation"), hereby certifies, pursuant to and in accordance with Section 607.1006 of the Florida Business Corporation Act (the "FBCA"), for the purpose of filing these Articles of Amendment to the Articles of Incorporation of Non-Invasive Monitoring Systems, Inc. (these "Amended Articles") with the Department of State of the State of Florida, that:

1. The name of the Corporation is Non-Invasive Monitoring Systems, Inc.
2. The Articles of Incorporation of the Corporation are hereby amended by deleting Subparagraph (a)(ii) of Article IV in its entirety and replacing it with the following:

"(i) 400,000,000 shares shall be designated as Common Stock, and shall have a par value of \$0.01 per share."
3. These Amended Articles were adopted and approved on March 14, 2012 by the Corporation's Board of Directors and on March 16, 2012 by a written consent pursuant to Section 607.0704 of the FBCA of (i) the holders of a majority of the outstanding shares of common stock, Series C Convertible Preferred Stock and Series D Convertible Preferred Stock of the Corporation, voting together as a single class, and (ii) the holders of a majority of the outstanding shares of Series D Convertible Preferred Stock of the Corporation, voting separately as a single class (the number of votes cast in favor of these Amended Articles was sufficient for approval thereof, and the number of votes cast by each voting group entitled to vote separately on these Amended Articles was sufficient for approval thereof by that voting group). These Amended Articles shall be effective upon filing with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the Corporation has caused these Amended Articles to be executed by a duly authorized officer of the Corporation as of this 7th day of May, 2012.

NON-INVASIVE MONITORING SYSTEMS, INC.

By: Joshua Weingard 05/07/12

Joshua B. Weingard
Secretary

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