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**BASIC AMENDMENT**

**ACCENTIA BIOPHARMACEUTICALS, INC.**

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**ARTICLES OF AMENDMENT  
TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ACCENTIA BIOPHARMACEUTICALS, INC.**

Pursuant to the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (the "FBCA"), Accentia Biopharmaceuticals, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

**FIRST:** This Corporation is named Accentia Biopharmaceuticals, Inc. and was originally incorporated in the State of Florida on March 26, 2002, and the Corporation hereby adopts these Articles of Amendment to the Amended and Restated Articles of Incorporation of the Corporation.

**SECOND:** The amendment set forth below to the Amended and Restated Articles of Incorporation of the Corporation has been approved by the Board of Directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. The amendment was duly approved by the Board of Directors and shareholders pursuant to a written consent as of May 25, 2005, and the votes cast for the amendment by the shareholders were sufficient for approval.

**THIRD:** The Amended and Restated Articles of Incorporation of the Corporation, as in effect on the date hereof, are hereby amended as follows: The first sentence of Section 1(d)(i) of Article IV is hereby amended by deleting "0.475" and replacing it with "1/2.1052."

**IN WITNESS WHEREOF,** the undersigned authorized officer has duly executed these Articles of Amendment on behalf of the Corporation this 25th day of May, 2005.

By. \_\_\_\_\_

James A. McNulty, Secretary

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