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GENEEX, INC.

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Amend
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**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GENEEX, INC.**

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First: The name of the corporation is GeneEx, Inc. (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act.

Second: The amendment to the Amended and Restated Articles of Incorporation is as follows:

Paragraph (b) of Section 3 of Article IV of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended to read as follows:

(b) "Subject to Article IV, the Board of Directors shall consist of no less than five (5) nor more than nine (9) members. The holders of Series A Preferred Stock shall be entitled to elect one (1) member of the Board of Directors at each meeting or pursuant to each consent of the Corporation's shareholders for the election of directors. The holders of Series A Preferred Stock and the holders of Common Stock, shall be entitled together as one class, to elect one (1) member of the Board of Directors at each meeting or pursuant to each consent of the Corporation's shareholders for the election of directors. The holders of Common Stock, shall be entitled to nominate the remaining seven (7) members of the Board of Directors at each meeting or pursuant to each consent of the Corporation's shareholders for the election of directors, *provided, however*, that one of the persons nominated by the holders of Common Stock shall be subject to the approval of the holders of at least a majority of the shares of Series A Preferred Stock as set forth in Amendment No. 1 dated as of February 15, 2005 to the Investors Rights Agreement, dated September 15, 2003 by and among the Corporation and the individuals and entities listed on Schedule A thereto."

Third: The foregoing amendment of the Amended and Restated Articles of Incorporation was adopted as of March 1, 2006, by unanimous written consent of the Board of Directors of the Corporation, and was approved by written consent on March 1, 2006 by the holders of Common Stock and the holders of Series A Preferred Stock who were entitled to vote separately on the amendment, and the number of votes cast for the amendment by the holders of Common Stock and the holders of Series A Preferred Stock was sufficient for approval.

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IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to the Amended and Restated Articles of Incorporation to be signed by John B. Wilkens, its Chief Executive Officer, on May 22, 2006.

GENEEX, INC.

By: 

Name: John B. Wilkens

Title: Chief Executive Officer