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Amend

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ARTICLES OF AMENDMENT  
TO THE  
SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
GENEEX, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

First: The amendment to the Second Amended and Restated Articles of Incorporation, filed March 20, 2007, is that the first paragraph of ARTICLE IV is hereby amended to read as follows:

"ARTICLE IV

This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock". The total number of shares of all classes of stock that the Corporation shall have authority to issue is 83,000,000 shares, consisting solely of 80,000,000 shares of common stock, no par value per share, and 3,000,000 shares of preferred stock, no par value per share, all of which shares of Preferred Stock are hereby designated as "Series A Preferred Stock" (the "Series A Preferred Stock")."

Second: The foregoing amendment of the Second Amended and Restated Articles of Incorporation was adopted on the 14<sup>th</sup> day of September, 2007, by the Board of Directors of the Corporation, and was approved by written consent of the shareholders of the Corporation on the 19<sup>th</sup> day of September, 2007, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Second Amended and Restated Articles of Incorporation on this 26<sup>th</sup> day of September, 2007, and does hereby certify that the facts stated herein true and correct.

GENEEX, INC.

  
Signature

By: Jack B. Wilkens

Print Name

Its: Chief Executive Officer

Print Title

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