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SECOND 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, as amended by the Articles of Amendment filed September 25, 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 120,000,000 shares, consisting solely of 117,000,000 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 4th day of January 2008, by the Board of Directors of the Corporation, and was approved by written consent of the shareholders of the Corporation on the 17th day of January 2008, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

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