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BASIC AMENDMENT

CEELOX, INC.

Certificate of Status	0
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C. Coulliette JUN 23 2005

FROM

(THU) 6.23.05 13:05/ST.13:04/NO. 333333 12 P 2

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CEELOX, INC.**

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Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, this Corporation adopts the following articles of amendment to its Articles of Incorporation:

1. Article Four of this Corporation's Articles of Incorporation is amended in its entirety to read as follows:

ARTICLE FOUR. AUTHORIZED SHARES


The total number of shares of capital stock, which the Corporation has the authority to issue, is Sixty Million (60,000,000). Of the total number of shares of capital stock, the total number of shares of common stock, which the Corporation is authorized to issue, is Fifty Five Million (55,000,000) and the par value of each share of such common stock is \$0.0001 for an aggregate par value of Five Thousand Five Hundred Dollars (\$5,500.00). The common shares shall be of two classes: 200,000 of Class "A" and 54,800,000 of Class "B", with the holders of Class "A" shares having the right to elect 51% of the members of the Board of Directors. Of the total shares of capital stock, the total number of shares of preferred stock which the Corporation is authorized to issue, is Five Million (5,000,000) and the par value of each share of such preferred stock is \$0.0001 per share for an aggregate par value of Five Hundred Dollars (\$500.00).

2. This amendment was adopted on June 22, 2005.

3. The foregoing Amendment to the Articles of Incorporation was adopted and approved by a majority of the shareholders of the Corporation, pursuant to a Written Consent Action. The number of votes for the amendment contained herein was sufficient for shareholder approval of such amendment.

The undersigned officer of the corporation has executed this Amendment to the Articles of Incorporation this 23rd day of June, 2005.

CEELOX, INC.

By:  6/23/2005
Name: Santu Rohatgi
Title: President & CEO

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