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Fee & Jeffries, P.A.

813-229-0046

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Division of Corporations

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XHALE DIAGNOSTICS, INC.

Certificate of Status	1
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Estimated Charge	\$43.75

Amend

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**ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION OF XHALE DIAGNOSTICS, INC.**

Xhale Diagnostics, Inc., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Corporation's Articles of Incorporation are hereby amended by deleting the present form of Article IV in its entirety and by substituting, in lieu thereof, the following:

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this Corporation shall be 70,000,000 shares of common stock, \$.001 par value, and 30,000,000 shares of preferred stock, no par value. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution, but each such share shall be subject to the rights and preferences of the preferred stock as hereinafter set forth.

The preferred stock may be issued from time to time in one or more series, in any manner permitted by law, as determined from time to time by the Board of Directors and stated in any resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it, each series to be appropriately designated, prior to the issuance of any shares thereof, by some distinguishing letter, number or title.

Before any shares of a particular series of preferred stock are issued, the designations of such series and its terms shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in a resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it. Such designations and terms shall be set forth in full or summarized on the certificates for such series.

2. The foregoing amendment shall become effective as of the date of filing with the Florida Department of State, Division of Corporations.

3. The amendment recited in Section 1 above has been duly adopted in accordance with the provisions of §607.1006, Florida Statutes, on August 16, 2007, the written action to

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amend the Corporation's Articles of Incorporation having been approved by the holders of a majority of the issued and outstanding shares of the Corporation's capital stock, representing sufficient votes to authorize such action. The Corporation has no voting groups entitled to vote with respect to such written action other than the above referenced shareholders.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President this 17 day of August, 2007.

Xhale Diagnostics, Inc.

By: 

Richard R. Allen, President

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