UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

FORM 10-QSB/A
Amendment #1

QUARTERLY REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For Quarter Ended: August 31, 2004 Commission File Number 000-49908

CYTODYN, INC.

(Exact name of small business issuer as specified in its charter)

COLORADO	75-3056237
(State or other jurisdiction of No.)	(I.R.S. Employer Identification incorporation or organization)

200 W. DeVargas Street, Suite 1, Santa Fe, New Mexico	87501
(Address of principal executive offices)	(Zip code)

(505) 988-5520
(Registrant's telephone number, including area code)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Indicate the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date.

Common stock, no par value	8,069,307
Class	Number of shares outstanding at January 5, 2005

Transitional Small Business Disclosure Format: Yes No X

This document is comprised of 11 pages.

INDEX

Part I, Item 1. Financial Statements

CYTODYN, INC.
(A Development Stage Company)
Condensed Balance Sheet
(Unaudited)

August 31, 2004

Assets

Current Assets:	
Cash	$ 76,435
Prepaid expenses	9,854
Total current assets	86,289
Property and equipment, less accumulated depreciation of $496	6,006
Deposit	495
	$ 92,790

Liabilities and Shareholders' Deficit

Current Liabilities:	
Accounts payable	$ 70,799
Accrued liabilities	9,327
Indebtedness to related parties (Note 2)	132,979
Total current liabilities	213,105
Commitments and contingencies (Note 6)	--
Shareholders' deficit (Note 4):	
Preferred stock, no par value; 5,000,000 shares authorized, -0- shares issued and outstanding	--
Common stock, no par value; 25,000,000 shares authorized, 8,069,307 shares issued and outstanding	1,916,334
Additional paid-in capital	24,014
Accumulated deficit	(1,601,912)
Deficit accumulated during development stage	(458,751)
Total shareholders' deficit	(120,315)

	$ 92,790

See accompanying notes to condensed financial statements

CYTODYN, INC.
(A Development Stage Company)
Condensed Statements of Operations
(Unaudited)

	For The Three Months Ended August 31,	
	2004	2003
Operating expenses:		
General and administrative (Note 8)	$ 120,409	$ 3,935
Depreciation	292	--
Total operating expenses	120,701	3,935
Operating loss	(120,701)	(3,935)
Interest income	176	--
Interest expense	(182)	--
Loss before income taxes	(120,707)	(3,935)
Income tax provision (Note 5)	--	--
Net loss	$ (120,707)	$ (3,935)
Basic and diluted loss per share	$ (0.01)	(0.00)
Basic and diluted weighted average common shares outstanding	8,069,307	5,362,640

See accompanying notes to condensed financial statements

CYTODYN, INC.
(A Development Stage Company)
Condensed Statements of Cash Flows
(Unaudited)

	For The Three Months Ended August 31,	
	2004	2003
Net cash used in operating activities	$ (107,874)	$ (3,995)
Cash flows from investing activities:		
Property and equipment purchases	(3,167	--

Net cash used in investing activities	(3,167)	--
Cash flows from financing activities:		
Capital contributions by president (Note 2) ...	512	--
Proceeds from notes payable issued to related parties (Note 2)	--	3,452
Repayment of notes payable to related parties (Note 2)	--	--
Proceeds from the sale of common stock (Note 4)	--	--
Payment of offering costs (Note 4)	--	--
Net cash provided by financing activities	512	3,452
Net change in cash	(110,529)	(543)
Cash, beginning of period	186,964	3,238
Cash, end of period	$ 76,435	$ 2,695
Supplemental disclosure of cash flow information:		
Income taxes	$ --	$ --
Interest	$ 182	$ --

See accompanying notes to condensed financial statements

CYTODYN, INC.
(A Development Stage Company)

Notes to Condensed Financial Statements
(Unaudited)

Note 1: Basis of Presentation

The condensed financial statements presented herein have been prepared by the Company in accordance with the instructions for Form 10-QSB and the accounting policies in its Form 10-KSB filed for the year ended May 31, 2004 and should be read in conjunction with the notes thereto.

In the opinion of management, the accompanying condensed financial statements contain all adjustments (consisting only of normal recurring adjustments) which are necessary to provide a fair presentation of operating results for the interim periods presented. The results of operations presented for the three months ended August 31, 2004 are not necessarily indicative of the results to be expected for the year.

The Company is in the development stage in accordance with Statements of Financial Accounting Standards (SFAS) No. 7 "Accounting and Reporting by Development Stage Enterprises".

Financial data presented herein are unaudited.

Note 2: Related Party Transactions

During the three months ended August 31, 2004, the Company's president paid administrative expenses on behalf of the Company totaling $512. The payment has been recorded as contributed capital and is included in the accompanying condensed financial statements as "Additional paid-in capital".

As of May 31, 2004, the Company owed two officers promissory notes totaling of

$71,694. The notes are due on demand and carry no interest rate. The balance due of $71,694 remained unpaid at August 31, 2004 and is included in the accompanying condensed financial statements as Indebtedness to related parties.

As of May 31, 2004, the Company owed a director $61,285 for legal services provided to the Company. As of August 31, 2004, no arrangements had been made for the Company to repay this obligation. There is no interest due on the note and the note is due on demand. Company anticipates that the director will continue to provide legal services in the future. The balance due of $61,285 is included in the accompanying condensed financial statements as Indebtedness to related parties.

Note 3: Income taxes

The Company records its income taxes in accordance with SFAS No. 109, "Accounting for Income Taxes". The Company incurred net operating losses for all periods presented resulting in a deferred tax asset, which was fully allowed for by a valuation allowance; therefore, the net benefit and expense resulted in $-0- income taxes.

Note 4: Commitments and Contingencies

The Company entered into a noncancellable operating lease for office space that commenced November 14, 2003 and expires November 30, 2004. Payments required under the operating lease are $495 per month.

The Company has committed to grant a financial representative warrants to purchase 426,000 shares of the Company's common stock. The warrants will carry an exercise price of $.30 per share and will expire after five years from the date of grant. The warrants were subsequently granted on November 25, 2004 and included in the registration for the public offering under our SB-2 filing. No warrants have yet been exercised.

The Company has signed Personal Service Agreements with three officers that cover the two years ended May 31, 2005 and 2006. Under the terms of the agreements, if an officer is terminated by the Company without cause or terminates service for good cause within three months of a change in control, the Company is required to pay the officer the balance of the base salary for the term of the agreement and for an additional 12 months after the expiration of the term.

Note 5: Financial Information - Development Stage

Following is the Statement of Operations for the period in which the Company has been in the development stage as required by SFAS No. 7.

October 28, 2003 Through August 31, 2004	
Operating expenses:	
General and administrative	$ 438,089
Legal fees, related party	20,050
Depreciation	496
Total operating expenses	458,635
Operating loss	(458,635)
Interest income	519
Interest expense	(635)
Loss before income taxes	(458,751)
Income tax provision (Note 5)	--
Net loss	$ (458,751)

Following is the Statement of Cash Flows for the period in which the Company has

been in the development stage as required by SFAS No. 7.

October 28, 2003 Through August 31, 2004

Net cash used in operating activities	$(464,769)
Cash flows from investing activities:	
Equipment purchases	(6,502)
Net cash used in investing activities	(6,502)
Cash flows from financing activities:	
Capital contributions by president	512
Proceeds from notes payable issued to related parties (Note 2)	111,194
Repayment of notes payable to related parties (Note 2)	(50,000)
Proceeds from the sale of common stock (Note 4)	540,000
Payment of offering costs (Note 4)	(54,000)
Net cash provided by financing activities	547,706
Net change in cash	76,435
Cash, beginning of period	--
Cash, end of period	$ 76,435
Supplemental disclosure of cash flow information:	
Income taxes	$ --
Interest	$ 635

Note 6: Litigation

CytoDyn of New Mexico, Inc. et al., v. Amerimmune Pharmaceuticals, Inc. et al., Case number BC 290154, California Superior Court in and for the County of Los Angeles.

The First Amended and Supplemental Complaint alleged causes of action for unfair business competition, inducement of breach of contract, fraud and unjust enrichment, and declaratory and equitable relief. This case was dismissed due to the attorney's lack of attention to the case. The judge stated that the evidence was not presented in an orderly and logical fashion.

Rex H. Lewis, a Defendant and former director and C.E.O. of Amerimmune Pharmaceuticals, Inc. has filed a First Amended Cross-Complaint against CytoDyn of New Mexico, Inc., Allen D. Allen, Corinne E. Allen, Ronald J. Tropp, Brian J.

McMahon , Daniel M. Stickland, M.D. and unknown others designated as "Does 101-150".

Mr. Lewis alleges, among other things, misrepresentations or failure to make disclosures related to Cytolin and its development, approval and marketing; interference with Amerimmune's attempt to complete clinical research related to Cytolin and Mr. Lewis' actual or prospective business relationships; and libel and slander of Mr. Lewis.

Currently the Cross-Complaint asserts causes of action for fraud, interference with prospective business interests, libel and slander. The requested relief includes damages (alleged to range from $3 million to $20 million or more), punitive damages, costs and other "just and proper" relief.

The outcome of litigation is uncertain. Management believes that an unfavorable result is unlikely with respect to the claims raised by the Complaint, and that the claims raised by the Cross-Complaint are without merit. The defendants have retained new counsel which are the same attorney's that represented us in the following case that was decided in our favor.

Discovery is continuing. Trial is scheduled for June 2005.

CytoDyn, Inc., et al. v. Amerimmune, Inc. et al., Case number SC039250, California Superior Court in and for the County of Ventura.

The Declaratory Relief Sought and Attorneys' Fees Were Awarded.

The action was filed on April 21, 2004. CytoDyn and Allen D. Allen were the plaintiffs. The defendants were Amerimmune Inc., its parent Amerimmune Pharmaceuticals, Inc., and unknown others designated as "Does 1-100".

The action concerned a Conditional License Agreement, dated February 24, 2000, between Allen D. Allen and CytoDyn of New Mexico, on one hand, and Amerimmune, Inc., on the other. The complaint alleged that the Conditional License Agreement licensed to the defendants technology and patents related to Cytolin and assigned to defendants an FDA approved investigational new drug application related to Cytolin. Further, it alleged that the defendants breached the Conditional License Agreement, resulting in its termination.

The principal relief sought was a declaration that the license granted and the assignment of the technology, patents and drug application made pursuant to the Conditional License Agreement were terminated no later than September 12, 2001, and that Allen and we are the owners of the technology, patents and investigational new drug application, free of any claims of the defendants. Costs, attorney's fees, and other "just and proper" relief also were sought.

This case was decided in favor of the plaintiffs, CytoDyn and Allen October 4, 2004.

Symbion Research International, Inc., v. Amerimmune, Inc. et al., Case number SC035668, California Superior Court in and for the County of Ventura.

The complaint was filed on March 14, 2003. Symbion Research International, Inc was the plaintiff. Amerimmune, Inc. was the remaining defendant. We were not a party to this action, however the action affects intellectual property which is important to us.

A default judgment was entered on December 18, 2003. A judgment was entered in favor of Symbion Research International ("Symbion") on September 17, 2004 granting the declarative relief sought by Symbion .

The action concerned intellectual property generated in connection with services provided by Symbion with respect to early phase FDA clinical trials of Cytolin, including research data and a patent application filed in 2002. The complaint alleged that Symbion performed early phase FDA trials (designated in the Complaint as "Phase Ia" and "Phase Ib/II", on behalf of Amerimmune pursuant to an oral agreement, and that Amerimmune failed to pay Symbion for its services,

and otherwise breached its obligations under the agreement.

The complaint asserted causes of action for breach of oral contract, account stated, work and labor done, fraud, and declaratory and injunctive relief. The relief sought included a declaration that Symbion is the owner of the intellectual property resulting from the services provided by Symbion.
The intellectual property generated in the early phase FDA clinical trials is necessary to obtain approval for, and to conduct, further FDA clinical tests of Cytolin. Because a satisfactory result was obtained in this action, we have negotiated an agreement with Symbion that will allow the use in subsequent phases of clinical test of Cytolin of the research data generated in the early phases. CytoDyn will purchase this data from Symbion in order to apply for FDA registration of Cytolin.

Part I. Item 2. Management's Discussion and Analysis or Plan of Operation

CYTODYN, INC.
(A Development Stage Company)

Plan of Operation

During the next 12 months, our objectives are:

- To continue our clinical trials of Cytolin,
- To continue our efforts to protect our technology by obtaining additional patents in The United Kingdom European Union and Hong Kong.
- To develop an established market for our shares,
- To raise funds to support our research and development efforts, the clinical trials relating to Cytolin, and our general and administrative expenses, and
- To explore joint venture arrangements for other possible pharmaceutical products.

Continuing Clinical Trials. Phase I clinical trials were conducted by Symbion Research International under the sponsorship of Amerimmune, Inc. during 2002. Symbion became the owners of that clinical data which will be purchased by us for $362,000 See Exhibit 10.5.2. We believe that the data from these trials support approval by the FDA of Phase II trials, and we intend to seek approval for the Phase II trials. We will work with Symbion International and their Phase I trial data and we plan to submit our application for approval of Phase II/III pivotal studies. If the Phase II/III study is approved, we expect it, together with the pre-Phase II/III efforts, to cost an estimated $2,050,000 to $3,350,000, plus estimated manufacturing and supply costs of $350,000 to $400,000. These trials can take anywhere from 29 to 42 months. Until we have met with the FDA, which we plan to do within the next 6 months, we cannot be certain what additional studies, assuming that Phase II/III study supports the efficacy and safety of Cytolin, will be required to receive marketing approval.

If we are unable to complete clinical trials on a timely basis, with favorable results, our costs will increase significantly and we may not have enough capital to support further research and development and continue in business. Also, if we incur significant delays in being able to market our product, even if we are ultimately able to do so, we will be delayed in earning revenues and probably will require additional financing to continue in business.

Patents

During fiscal year 2004, several European patents were granted with respect to our technology. The new patents are covered by our License Agreement with Allen D. Allen, our president. These patents are designated European Patent No. 94 912826.8, for the United Kingdom, Germany, France, Switzerland, Italy, the Netherlands, Portugal, Spain, and Sweden, and are the counterparts to our United States Patent No. 5424066. Patents are pending in those same countries which, if granted, will be the equivalent of our United States Patent No. 5651970. We estimate the costs associated with these pending patents to be approximately

$65,000, including amounts we have already spent. We may file additional patents during the current fiscal year including Hong Kong, if our research and development efforts warrant them. We do not have any other potential patents identified at this time.

Litigation

For a thorough discussion of our pending litigation, please see the section entitled "Legal Proceedings." In Part 2, Item 1.

We were plaintiffs in two pending cases, CytoDyn of New Mexico, Inc. et. al., v. Amerimmune Pharmaceuticals, Inc. et al., Case number BC290154 and the other in Ventura County, in a case captioned CytoDyn, Inc., et al. v. Amerimmune, Inc. et al., Case number SC039250., each involving our rights to the patented technology underlying Cytolin and any other products we might wish to develop. The first case was dismissed and the second case was decided in our favor.

Establishing a Market and Obtaining Funding

We will require funding during the 2005 fiscal year in order to continue our research and development efforts and to stay in business. The amount of that funding is directly related to the clinical trials we are able to conduct and the amounts we will need for our company operations.

We filed a registration statement on Form SB-2 on June 1, 2004, covering the sale of 250,000 shares of common stock at $0.75 per share, for total proceeds of $187,500, to be used primarily for general and administrative expense, SEC compliance costs, and legal and accounting fees. This registration statement has not yet gone effective, and we cannot assure that it will or that the shares that would be offered would sell. We intend, if this offering does go effective and if the shares sell, to seek an established market for our securities on an established quotation system, such as the NASD over-the-counter bulletin board, which we hope would give us a wider base of investors. We may not, however, be able to achieve our goals.

In addition to operating funds, we will need from approximately $2,400,000 to $3,750,000 for research and development, including clinical trials, and manufacturing and supply costs, depending upon whether we are approved by the FDA to conduct a Phase II/III pivotal study.

We do not have any of this funding arranged or secured, and we do not yet have plans for raising the funding we require. We anticipate that we will seek the funding through further equity offerings, either by private placement or by registered offering, or by possible joint venture arrangements with other parties. If we are unable to secure the necessary funding, we will not be able to conduct our research and development activities or to continue in business.

Exploring Joint Ventures

While we continue to pursue FDA approval of our Cytolin product, we are also considering entering into joint ventures to develop other types of products. We have, for instance, entered into a nondisclosure agreement with another development stage biotech company to discuss the possibility of the joint development of drugs to treat neuropsychiatric diseases or disorders. These discussions are in the early stages and we do not know if we will enter into a joint venture or other arrangement with this company or if any products might ensue from our efforts.

We may also pursue joint ventures or other arrangements to obtain funding for our Cytolin-related endeavors, but we have not pursued this possibility and do not have any prospects at this time.

Other Matters

We do not expect, in the next 12 months, to make any significant expenditures for equipment. We expect to hire additional management once additional funding is secured. Otherwise we do not expect to make any significant changes in the number of employees that we have. We have no off-balance sheet arrangements.

Part I. Item 3. Controls and Procedures

(a) Evaluation of disclosure controls and procedures

We maintain controls and procedures designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Based upon their evaluation of those controls and procedures performed within 90 days of the filing date of this report, our chief executive officer and the chief financial officer concluded that our disclosure controls and procedures were adequate.

(b) Changes in internal controls

There were no significant changes in our internal controls or in other factors that could significantly affect these controls subsequent to the date of the evaluation of those controls by the chief executive officer and chief financial officer.

Part 2. Other Information

Item 1 - Legal Proceedings.

CytoDyn of New Mexico, Inc. et al., v. Amerimmune Pharmaceuticals, Inc. et al., Case number BC 290154, California Superior Court in and for the County of Los Angeles

The First Amended and Supplemental Complaint alleged causes of action for unfair business competition, inducement of breach of contract, fraud and unjust enrichment, and declaratory and equitable relief. This case was dismissed due to the attorney's lack of attention to the case. The judge stated that the evidence was not presented in an orderly and logical fashion. The company may appeal this case given the costs associated with it and the relief awarded to us in the case below.

Rex H. Lewis, a Defendant and former director and C.E.O. of Amerimmune Pharmaceuticals, Inc. has filed a First Amended Cross-Complaint against CytoDyn of New Mexico, Inc., Allen D. Allen, Corinne E. Allen, Ronald J. Tropp, Brian J. McMahon, Daniel M. Stickland, M.D. and unknown others designated as "Does 101-150".

Mr. Lewis alleges, among other things, misrepresentations or failure to make disclosures related to Cytolin and its development, approval and marketing; interference with Amerimmune's attempt to complete clinical research related to Cytolin and Mr. Lewis' actual or prospective business relationships; and libel and slander of Mr. Lewis.

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The outcome of litigation is uncertain. Management believes that an unfavorable result is unlikely with respect to the claims raised by the Complaint, and that the claims raised by the Cross-Complaint are without merit. The defendants have retained new counsel which are the same attorney's that represented us in the following case that was decided in our favor.

Discovery is continuing. Trial is scheduled for June 2005.

CytoDyn, Inc., et al. v. Amerimmune, Inc. et al., Case number SC039250, California Superior Court in and for the County of Ventura.

The principal relief sought was a declaration that the license granted and the

assignment of the technology, patents and drug application made pursuant to the Conditional License Agreement were terminated no later than September 12, 2001, and that Allen and we are the owners of the technology, patents and investigational new drug application, free of any claims of the defendants. Costs, attorney's fees, and other "just and proper" relief also were sought.

This case was decided in favor of the plaintiffs, CytoDyn and Allen, on October 4, 2004 and the plaintiffs were awarded the declaratory relief sought and attorneys' fees.

Symbion Research International, Inc., v. Amerimmune, Inc. et al., Case number SC035668, California Superior Court in and for the County of Ventura. We were not a party to this action; however the action affects intellectual property which is important to us.

A default was entered against Amerimmune, Inc. on December 18, 2003. A judgment was entered in favor of Symbion International on September 17, 2004 granting the declarative relief sought.

The intellectual property generated in the early phase FDA clinical trials is necessary to obtain approval for, and to conduct, further FDA clinical tests of Cytolin. Because a satisfactory result was obtained in this action, we anticipate negotiating an agreement with Symbion that will allow the use in subsequent phases of clinical test of Cytolin of the research data generated in the early phases. CytoDyn will purchase this data for $362,000 as stated under a purchase agreement, $25,000 will paid from the SB-2 registration proceeds, 83,122 stock options will be granted with an exercise price of $0.75 per share and $275,000 will be due and payable once the secondary round of financing has been received. Please see Exhibit 10.5.2.

Item 2 - Changes in Securities and Small Business Issuer Purchases of Equity Securities.

No response required.

Item 3 - Defaults Upon Senior Securities.

No response required.

Item 4 - Submission of Matters to a Vote of Security Holders.

No response required.

Item 5 - Other Information.

No response required.

Item 6 - Exhibits and Reports on Form 8-K.

(a) Exhibits:

1.	10.5.2:	Buy-Sell Agreement Between CytoDyn, Inc. and Symbion Research International, Inc.
2.	31.1:	Certification by the CEO
3.	31.2:	Certification by the CFO
4.	32.1:	Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 - CEO
5.	32.2:	Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 - CFO

(b) Reports on Form 8-K:

None.

SIGNATURES

The financial information furnished herein has not been audited by an independent accountant; however, in the opinion of management, all adjustments (only consisting of normal recurring accruals) necessary for a fair presentation of the results of operations for the three months ended August 31, 2004 have been included.

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CYTODYN, INC.
(Registrant)

DATE: January 5, 2005

BY: /s/ Allen D. Allen
Allen D. Allen
President and CEO

Exhibit 10.5.2

BUY-SELL AGREEMENT BETWEEN CYTODYN, INC.
AND SYMBION RESEARCH INTERNATIONAL, INC.

1.1 This Agreement is effective as of January 5, 2005 and is entered into by and between Symbion Research International, Inc.. ("Symbion") and Cytodyn, Inc. ("Cytodyn") in accordance with the terms and conditions set forth below.

I

RECITALS

2.1 On September 17, 2004, the Ventura Superior Court entered a default judgment in favor of Symbion and against defendant Amerimmune, Inc, ordering, adjudging and decreeing that Symbion owned, among other things, the following intellectual property:

A. All information that Symbion provided to defendant Amerimmune, Inc. regarding the initial phase one clinical study protocol CYT99-02-01;

B. The protocol for clinical study CYT99-02-01 ("Protocol #1");

C. The protocol for clinical study CYT1/2-01-02 ("Protocol #2"), and all amendments thereto;

D. The revised dose escalation scheme for Cytolin which Symbion provided to defendant Amerimmune, Inc.;

E. The research subject and consent form for Protocol #2 and all amendments thereto;

F. The case report forms for Protocol #2;

G. The populated database containing the results of the case report forms for Protocols #1 and #2;

H. All information Symbion provided to defendant Amerimmune, Inc. related to the identification and resolution of data queries and clarifications for the case report forms for Protocol #1 and Protocol #2;

I. All information Symbion provided to defendant Amerimmune, Inc. relating to Symbion's statistical analysis of the information contained in the database for Protocol #1 and Protocol #2;

J. The clinical study report, including interim clinical study reports, for Protocol #1 and Protocol #2;

K. All amendments to Protocol #2 that Symbion created;

L. All amendments to investigational new drug application BB-IND 6845, including adverse events described in the annual reports for investigational new drug application BB-IND 6845 drafted by Symbion;

M. The investigators brochure for Cytolin;

N. All information Symbion provided to defendant Amerimmune, Inc. relating to the development of improved pharamacokinetics assay methodology for Protocol #2;

0. The protocol for the next phase of the clinical testing subsequent to Protocol #1 and Protocol #2; and

P. The clinical trial master files for Protocol #1 and Protocol #2.

The items of property listed above are hereinafter collectively referred to as "Symbion's Property,"

2.2 Cytodyn acknowledges and agrees that Symbion is the sole owner of Symbion's Property. Cytodyn wishes to purchase Symbion's Property in order to obtain approval from the U.S. Food and Drug Administration to conduct the Phase II/Phase III stud(ies) for the drug known as Cytolin and for use in connection with the Phase II/Phase III stud(ies).

2.3 Cytodyn and Symbion are parties to a separate agreement entitled Master Agreement for Professional Services dated October 1, 2003 ("Master Agreement"). That agreement is attached as Exhibit 10.5 to Form SB-2/A which Cytodyn filed with the U.S. Securities and Exchange Commission on or about December 7, 2004, The parties hereto agree that the recitals, promises, understandings, and obligations hereinbefore and hereinafter in this Agreement are separate from and do not affect in any way the understandings, obligations, or terms of the Master Agreement.

2.4 Pursuant to paragraph 3.1 below, Symbion retains all right, title and interest in and to any patent (foreign or domestic) that may be issued to Symbion or any other person or entity arising out of or relying upon Symbion's Property.

2.5 Cytodyn reserves the right to contest any patent (foreign or domestic) that may issue to Symbion or any other person or entity arising out of or relying upon Symbion's Property on the ground that said patent is invalid.

2.6 Symbion represents that it does not intend to manufacture, market or sell Cytolin, and that it does not intend to license any patent (foreign or domestic) it may obtain that arises out of or relies upon Symbion's Property to any party other than Cytodyn.

2.7 If Symbion does obtain a patent (foreign or domestic) that results from Symbion's Property, it agrees to enter into a license agreement with Cytodyn that is mutually acceptable to

both patties so that Cytodyn may use the patented technology for the purpose of manufacturing, producing, marketing and selling Cytolin. The parties hereto agree that they will negotiate such a licensing agreement in good faith.

II

COVENANTS

NOW, THEREFORE, in consideration of and in reliance upon the recitals, promises, understandings, and obligations hereinbefore and hereinafter set forth, the parties hereto agree as follows:

3.1 Subject to Sections 3.7 and 3.8 below, Symbion agrees to sell to Cytodyn all right, title and interest that it possesses in Symbion's Property. Notwithstanding the foregoing, Symbion retains all right, title and interest in and to any patent (foreign or domestic) that is issued to Symbion or any other entity that arises out of or relies upon Symbion's Property, subject to Paragraphs 2.4 to 2.7 above.

3.2 Cytodyn agrees to grant Symbion non-qualified stock options to buy 83,122 shares of Cytodyn's common stock at a strike price of $0.75 per share. Cytodyn shall grant these options within 30 days after Cytodyn's shareholders approve its option plan but no later than December 31, 2005. Cytodyn shall grant these options in the name of Symbion Research International, Inc. and shall deliver a Notice of Stock Option Award as evidence of its grant of the options described herein to Dr. Peggy Pence at Symbion's offices located at 29219 Canwood Street, Suite 100, Agoura Hills, CA 91301. The options shall vest immediately upon granting. Symbion may exercise the options described herein in part or in whole at any time from the date that Cytodyn grants them to Symbion until 5 years thereafter.

3.3 In the event that Cytodyn's shareholders have not approved its option plan by December 31, 2005 thus making it impossible for Cytodyn to grant the options described above, Cytodyn shall pay Symbion $62,341.50 by January 15, 2006. Said payment and all other payments of money described herein shall be in lawful money of the United States of America.

3.4 Symbion shall have the right to return the options described herein to Cytodyn any time after Cytodyn has completed its second round of financing. If Symbion so elects, Cytodyn shall pay Symbion $62,341.50 immediately for the options.

3.5 Cytodyn also agrees to pay Symbion $25,000 within 30 days of the date that the parties hereto execute this Agreement.

3.6 Cytodyn further agrees to pay Symbion an additional $275,000 within 30 days of Cytodyn's receipt of funds from its secondary round of financing, Cytodyn shall complete its secondary round of financing on or before December 31, 2005.

3.7 The ownership rights obtained by Cytodyn in Symbion's property pursuant to this Agreement shall terminate upon the occurrence of any of the following events: (1) Cytodyn fails to make the payment called for in Paragraph 3.5; (2) Cytodyn fails to make the payment called for in Paragraph 3.6 prior to December 31, 2005; or (3) Cytodyn fails to grant the options described in Paragraph 3.2 and fails to make the payment described in Paragraph 3.3 in lieu of granting the options.

3.8 If the ownership rights obtained by Cytodyn in Symbion's Property terminate pursuant to Paragraph 3.7 of this Agreement, Cytodyn shall return any and all of Symbion's Property which Cytodyn possesses (and all copies

thereof) to Symbion forthwith, and Symbion shall own all right, title and interest in and to Symbion's Property and all portions of the Phase II/Phase III stud(ies) that rely upon Symbion's Property.

III

MISCELLANEOUS

4.1 This Agreement may be executed in one or more counterparts including facsimile copies, each of which when executed and delivered shall be an original, and all of which when executed shall constitute one and the same instrument. A signature transmitted by facsimile shall be as binding and effective as an original.

4.2 This Agreement shall inure to the benefit of and bind the successors, assigns, heirs, executors, and administrators of the parties.

4.3 Each individual signing and executing this Agreement on behalf of a partnership, corporation, trust, or other entity, warrants that he or she is duly authorized to sign and execute this Agreement on behalf of such partnership, corporation, trust or other entity, in accordance with the

authority granted under the formation documents of such entity, that all conditions to the exercise of such authority have been satisfied, and that this Agreement is binding upon such entity in accordance with its terms.

4.4 Each party to this Agreement agrees to do all things necessary or convenient to carry out or effectuate the terms and intent of this Agreement. Each and every provision hereof requiring a party to do a certain act, however expressed, shall include the obligation of such party not to take directly or indirectly, any action or do any act, or aid, assist or cooperate with any third party in the taking of any action or in the doing of any act, that would tend to defeat in any way the intent of this Agreement.

4.5 All questions with respect to the construction of this Agreement and the rights and liabilities of the parties hereto shall be governed by the laws of the State of California.

4.6 Photocopies of this Agreement, including photocopies of the signature pages hereof, may be used as originals, in the absence of any bona fide challenge to their authenticity.

4.7 If any legal action or other proceeding is brought to enforce the terms of this Agreement, or to recover damages for its breach, the prevailing party shall be entitled to recover reasonable attorneys' fees and

expenses and costs incurred in connection with such action or proceeding, in addition to any other relief to which it may be entitled.

Wherefore, the parties have executed this agrement as of the dates set forth below.

Dated: January 10, 2005

Cytodyn, Inc.

By: /s/ Allen D. Allen

Allen D. Allen
President

Dated: January 10, 2005

Symbion Research International, Inc.

By: /s/ Dr. Peggy Pence

Dr. Peggy Pence
President and Chief Executive Officer

Exhibit 31.1

CERTIFICATION
- ------------

I, Allen D. Allen, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of CytoDyn, Inc.

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

4. The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:

a) Designed such disclosure controls and procedures , or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including any consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the small business issuer's internal control of financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect the small business issuer's internal control over financial reporting; and

5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: January 5, 2005

/s/ Allen D. Allen
- -------------------------
Allen D. Allen
Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Wellington A. Ewen, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of CytoDyn, Inc.

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

4. The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:

a) Designed such disclosure controls and procedures , or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including any consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the small business issuer's internal control of financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect the small business issuer's internal control over financial reporting; and

5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: January 5, 2005

/s/ Wellington A. Ewen

Wellington A. Ewen

Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of CytoDyn, Inc. (the "Company") on Form 10-QSB for the period ending August 31, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Allen D. Allen, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Allen D. Allen
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Allen D. Allen
Chief Executive Officer
January 5, 2005

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of CytoDyn, Inc. (the "Company") on Form 10-QSB for the period ending August 31, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Wellington A. Ewen, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Wellington A. Ewen
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Wellington A. Ewen
Chief Financial Officer
January 5, 2005