

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 28, 2003

CYTODYN, INC.
(formerly RexRay Corporation)
(Exact name of registrant as specified in its charter)

Colorado

000-49908

75-3056237

(State of incorporation)

(Commission File No.)

(IRS Employer I.D. No.)

16200 WCR 18E, Loveland, Colorado 80537

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (970) 635-0346

Item 1. Change in Control of Registrant and Item 2, Acquisition or Disposition of Assets.

On October 28, 2003, RexRay Corporation, the Registrant, and CytoDyn of New Mexico, Inc. closed the transactions under the Acquisition Agreement between them dated September 30, 2003. As provided in the Acquisition Agreement, RexRay:

- o Effected a one-for-two split and
- o Issued to CytoDyn 5,362,640 post-split shares, and
- o Amended (effective October 23, 2003) its Articles of Incorporation to change its name to CytoDyn, Inc.

As consideration for the issuance of the shares to it, CytoDyn of New Mexico:

- o Assigned a Patent License Agreement dated July 1, 1994 between CytoDyn of New Mexico and Allen D. Allen, covering United States patent numbers 5424066, 5651970, and 6534057, and related foreign patents and patents pending, for a method of treating HIV disease with the use of monoclonal antibodies,
- o Assigned its trademarks, CytoDyn and Cytolin, and related trademark symbol, and
- o Paid \$10,000 in cash.

As a result of these transactions under the Acquisition Agreement,

- o CytoDyn of New Mexico owns 5,362,640 of the 6,252,640, or 85.76%, of the outstanding shares of CytoDyn (RexRay).
- o Allen D. Allen became a director, president, and chief executive

officer of CytoDyn (RexRay). He has indirect ownership of 33.9% of CytoDyn (RexRay) because of his 39.5% ownership of the outstanding common stock of CytoDyn of New Mexico.

- o Corinne Allen became a director, treasurer, and chief financial officer of CytoDyn (RexRay). She has indirect ownership of 27.1% of CytoDyn (RexRay) because of her 31.59% ownership of the outstanding common stock of CytoDyn of New Mexico.
- o James Weigand, the former president, director, and controlling shareholder of CytoDyn (RexRay), resigned his positions as an officer and director and now owns 400,000 post-split shares of CytoDyn (RexRay), or 6.4%, compared to his previous ownership of 44.9%.
- o All former CytoDyn (RexRay) directors resigned. Allen D. Allen, Corinne Allen, Brian McMahon, Peggy Pence, Ph.D., Dan Strickland, M.D., and Ronald Tropp became directors. Brian McMahon became the Vice President of CytoDyn (RexRay).

CytoDyn (RexRay) knows of no arrangements that may in the future cause another change in control to occur.

CytoDyn (RexRay) will use the Patent License Agreement, trademarks, and cash it received in the transaction with CytoDyn of New Mexico to continue development of the method of treating HIV disease with the use of monoclonal antibodies.

Item 7. Financial Statements and Exhibits

CytoDyn (RexRay) will file the audited financial statements, pro forma financial statements, and exhibits required under Item 7 within the required extension period. The Acquisition Agreement between RexRay Corporation and CytoDyn of New Mexico, Inc. will also be filed by amendment.

CytoDyn, Inc. Exhibit Index

Exhibit Number	Description	Method of Filing
3(i).2	Amendment dated October 28, 2003 to the Articles of Incorporation	Filed electronically with this Form

Signatures

Pursuant to the requirements of the Securities 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.

Date: November 12, 2003

By: /s/ Allen D. Allen

Allen D. Allen
President,
Chief Executive Officer

Exhibit Number	Description	Method of Filing
3(i).2	Amendment dated October 28, 2003 to the Articles of Incorporation	Filed electronically with this Form

CERTIFICATE OF AMENDMENT TO

ARTICLES OF INCORPORATION OF

REXRAY CORPORATION

A Colorado corporation

Pursuant to 7-100-106 and part 3 of article 90 of title 7, Colorado Revised Statements (C.R.S.), the Articles of Amendment to its Articles of Incorporation are delivered to the Colorado Secretary of State for filing.

The undersigned hereby certifies as follows:

ONE: The name of the corporation is REXRAY CORPORATION, and, that they are the President and Secretary, respectively, of REXRAY CORPORATION, a Colorado corporation.

TWO: That, at a meeting of the Board of Directors on October 10, 2003, the Corporation approved the amendment of its articles of incorporation by adopting the following resolution:

RESOLVED, that Article FIRST and Article FOURTH (a) of the Articles of Incorporation are amended to read as follows:

FIRST: The name of the corporation is: CytoDyn Inc.

FOURTH: (a) The aggregate number of shares which the corporation is authorized to issue is twenty five million (25,000,000) shares of common stock having no par value per share. Upon amendment of this Article Fourth, each outstanding two shares of common stock shall be converted to one share of common stock. The shares of this class of common stock shall have unlimited voting rights and shall constitute the sole voting group or groups which may hereafter be established in accordance with the Colorado Business Corporation Act.

THREE: This amendment was approved by the required vote of shareholders at a Special Meeting of Shareholders held on October 23, 2003 in accordance with the corporation law of the state of Colorado. The total amount of outstanding shares is One Million Seven Hundred Forty Thousand (1,780,000). The number of shares voting for the amendment equaled or exceeded the vote required; that being over fifty percent (50%). The number of shares voting for the amendment was One Million Two Hundred Forty Thousand (1,240,000), shares, equaling 69.6% of all shares entitled to vote.

FOUR: The effective date is October 23, 2003.

FIVE: The (a) name or names, and (b) mailing address or addresses, of any one or more of the individuals who cause this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, are: James B. Wiegand, 16200 WCR 18E, Loveland, CO 80537.

Dated: October 27, 2003

/s/ James B. Wiegand

JAMES B. WIEGAND, PRESIDENT

Dated: October 27, 2003

/s/ James B. Wiegand

JAMES B. WIEGAND, SECRETARY

We, the undersigned, hereby declare, under penalty of perjury, in accordance with the laws of the State of Colorado, that we are the President and Secretary of the above-referenced corporation, that we executed the above-referenced Certificate of Amendment to Articles of Incorporation, that we have personal knowledge of the information contained therein, and that the information contained therein is true and correct.

Dated: October 27, 2003

/s/ James B. Wiegand

JAMES B. WIEGAND, PRESIDENT

Dated: October 27, 2003

/s/ James B. Wiegand

JAMES B. WIEGAND, SECRETARY