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TALLAHASSEE, FLORIDA

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CORPORATION(S) NAME

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Amend

Phoenix International Ltd., Inc.

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5-28

ARTICLES OF AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
PHOENIX INTERNATIONAL LTD., INC.

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I.

The name of the corporation is Phoenix International Ltd., Inc.

II.

Effective the date hereof, Article Two of the Amended and Restated Articles of Incorporation of Phoenix International Ltd., Inc. is amended by deleting the existing Article Two in its entirety and substituting therefor the following:

"ARTICLE TWO

The aggregate number of shares of capital stock which the Corporation shall have authority to issue is fifty million (50,000,000) shares of voting common stock, par value \$0.01 per share (the "Common Stock").

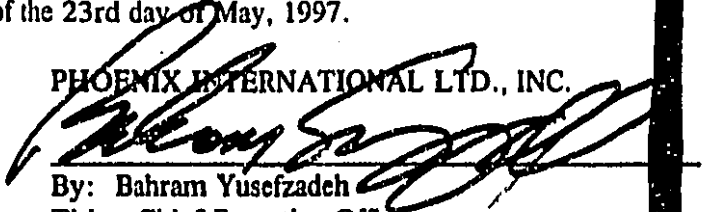
In addition to the Common Stock, the Corporation shall have the authority, exercisable by its Board of Directors, to issue ten million (10,000,000) shares of preferred stock, par value \$1.00 per share (the "Preferred Stock"), any part or all of such shares of Preferred Stock may be established and designated from time to time by the Board of Directors by filing an amendment to these Amended and Restated Articles of Incorporation, which is effective without shareholder action, in accordance with the appropriate provisions of the Act, and any amendment or supplement thereto (a "Preferred Stock Designation"), in such series and with such preferences, limitations, and relative rights as may be determined by the Board of Directors. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of a majority of the votes of the Common Stock, without a vote of the holders of the shares of Preferred Stock, or of any series thereof, unless a vote of any such holders is required by law or pursuant to the Preferred Stock Designation or Preferred Stock Designations establishing the series of Preferred Stock."

III.

This amendment was duly adopted by the Board of Directors on March 14, 1997 and was approved by the affirmative vote of a majority of the shareholders at the annual meeting of the shareholders, held on May 16, 1997, which number of votes was sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by its duly authorized officer as of the 23rd day of May, 1997.

PHOENIX INTERNATIONAL LTD., INC.



By: Bahram Yusefzadeh
Title: Chief Executive Officer

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