

Document Number Only

P93000005022

97 MAY 28 PM 2:00  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

300002193413--5  
-05/28/97--01064--009  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*Amend*

Phoenix International Ltd., Inc.

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Merger
- Mark
- Other ucc Filing
- Change of R.A.
- Fic. Name
- CUS
- After 4:30
- Pick Up

Name	
Avallability	5/28/97
Document Examiner	<i>ADL</i>
Updater	<i>ADL</i>
Verifier	<i>ADL</i>
Acknowledgment	<i>ADL</i>
W.P. Verifier	<i>ADL</i>

(PLEASE RETURN EXTRA COPIES  
FILE STAMPED)

5-28

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

97 MAY 28 PM 2:00  
FILED  
SECRETARY OF STATE  
TOLSON

**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").

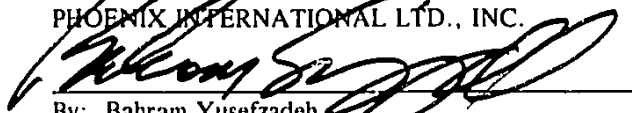
In addition to the Common Stock, the Corporation shall have the authority, exercisable by its Board of Directors, to issue ten million (10,000,000) shares of preferred stock, par value \$1.00 per share (the "Preferred Stock"), any part or all of such shares of Preferred Stock may be established and designated 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