

F10000005087

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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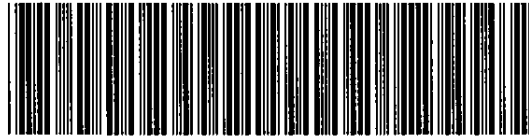
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC

SEP - 4 2012

T. LEWIS



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SETH M. RAY
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August 29, 2012

VIA FEDERAL EXPRESS

Department of State of Florida
Division of Corporations
Corporate Filings
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Digital Recorders, Inc. - Certificate of Amendment

To Whom It May Concern:

Enclosed please find a Certificate of Amendment of Digital Recorders, Inc. changing its name to XDRI, Inc. for filing. Also enclosed is a North Carolina Certificate of Good Standing dated August 29, 2012 and a copy of the Articles of Amendment filed on July 18, 2012. Please also find enclosed our client's check in the amount of \$35.00 for filing. Kindly return a copy of the Certificate of Amendment with a "received" stamp on it in the enclosed, self-addressed, stamped envelope.

Should you have any questions regarding the enclosed, please do not hesitate to contact me. Thank you in advance for your kind attention to this matter.

Sincerely,

WYRICK ROBBINS YATES & PONTON LLP

Seth M. Ray
Paralegal

Enclosures

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F10000005087

(Document number of corporation (if known))

1. Digital Recorders, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. North Carolina 3. 11/12/2010
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? July 18, 2012

5. XDRI, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Elaine T. Rudisill
(Signature of a director, president or other officer - If in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Elaine T. Rudisill
(Typed or printed name of person signing)

Chief Restructuring Officer
(Title of person signing)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



NORTH CAROLINA

Department of the Secretary of State

CERTIFICATE OF EXISTENCE

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify that

XDRI, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 1st day of August, 2007, with its period of duration being Perpetual.

I FURTHER certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 29th day of August, 2012.

Elaine F. Marshall

Secretary of State



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF AMENDMENT

OF

**DIGITAL RECORDERS, INC.
WHICH CHANGED ITS NAME TO
XDRI, INC.**

the original of which was filed in this office on the 18th day of July, 2012.



**IN WITNESS WHEREOF, I have hereunto
set my hand and affixed my official seal at the
City of Raleigh, this 18th day of July, 2012**

Elaine F. Marshall
Secretary of State

**ARTICLES OF AMENDMENT
OF
DIGITAL RECORDERS, INC.**

Pursuant to Section 55-10-06 of the North Carolina Business Corporation Act, the undersigned corporation hereby submits these Articles of Amendment for the purpose of amending its Articles of Incorporation (the "Articles of Incorporation").

1. The name of the corporation is Digital Recorders, Inc.
2. The Articles of Incorporation are hereby amended by deleting the current text of Article I in its entirety and amending and restating Article I to read as follows:

"The name of the corporation is XDRI, Inc."

3. Shareholder approval is not required because these Articles of Amendment to the Articles of Incorporation are being filed pursuant to the Order Approving Sale of Substantially All Assets Free and Clear, Transferring Liens to Proceeds, and Granting Other Relief, entered on June 26, 2012, by the United States Bankruptcy Court for the Eastern District of North Carolina (the "Bankruptcy Court"), in the Chapter 11 proceeding entitled In Re: DRI Corporation, et al., Case No. 12-02298-8-RDD. The Bankruptcy Court had jurisdiction over the proceeding pursuant to 28 U.S.C. §§ 157 and 1334.

4. These Articles of Amendment to the Articles of Incorporation will be effective upon filing.

This the 17th day of July 2012.

DIGITAL RECORDERS, INC.

By: Elaine T. Rudisill
Elaine T. Rudisill, Chief Restructuring Officer