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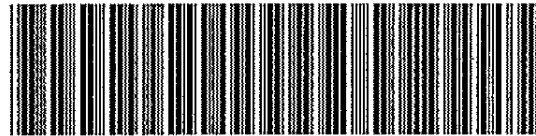
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
G. Couffette SEP 12 2007

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

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September 4, 2007

Department of State
Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Powell International, Inc.

Gentlemen:

Enclosed are an original and one copy of Articles of Amendment to Articles of Incorporation for the referenced corporation. Please file the original and return a stamped copy to me. Our check in the amount of \$35.00 is enclosed to cover your fees.

If you have any questions concerning the enclosed, please call me.

Sincerely,



KATHLEEN HOLBROOK COLD

KHC/lh
Enclosures

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
POWELL INTERNATIONAL, INC.

APPROVED
AND
FILED

07 SEP - 6 PM 4: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Powell International, Inc. are hereby amended so that Article III shall hereafter read as follows:

"Section 1. The maximum number of shares of capital stock that the corporation is authorized to have outstanding at any time shall be One Hundred Thousand (100,000) shares of Voting Common Stock having a par value of \$.01 per share, and One Million (1,000,000) shares of Non-Voting Common Stock having no par value.

Section 2. Common shares shall be issued pursuant to the direction of the Board of Directors, who shall designate said shares as "voting" (in which case, such shares shall have the full range of voting rights under applicable law), or as "non-voting" (in which case, such shares shall have no voting rights for any purpose) at the time of issuance. "Voting" and "non-voting" common shares shall be identical in all respects except for the foregoing difference in voting rights. The legend "voting" or "non-voting," as applicable, shall be prominently affixed to the face of all stock certificates issued to holders of common shares. "

The Shareholders and Directors of the Corporation, acting pursuant to Sections 607.0704, 607.0821 and 607.1003, Florida Statutes, have executed a written consent adopting the foregoing amendment.

The voting group entitled to vote on the foregoing amendment is the holder of voting common shares of the corporation. The number of votes cast in favor of the amendment was unanimous in favor of the amendment. The number of votes cast for such amendment by such voting group was sufficient for approval by such voting group. This is the only voting group entitled to vote on the amendment.

This Amendment shall be effective upon filing with the Florida Secretary of State.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the corporation this 29th day of August, 2007.


FITZHUGH K. POWELL, President