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CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

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TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

PMC Capital, Inc.

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N HENDRICKS MAR - 5 1997

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
PMC CAPITAL, INC.**

FILED
97 MAR -5 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FL

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation hereby files the following Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE

The name of the corporation is PMC Capital, Inc.

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation at a meeting of shareholders, pursuant to Section 607.0701 of the Act, on May 24, 1996.

This Amendment deletes Article III of the Articles of Incorporation in its entirety and replaces it with the following:

III.

The authorized capital stock of the corporation shall consist of 30,000,000 shares of common stock, \$.01 par value.

ARTICLE THREE

The number of votes cast for the amendment to the Articles of Incorporation by the shareholders was sufficient for approval of the amendment.

Dated February 20, 1997

PMC CAPITAL, INC.



Lance B. Rosemore, Chief Executive Officer