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CONTACT: JUDITH B COVEY
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NAME: PEREGRINE SYSTEMS, INC.
AUDIT NUMBER.....H97000006815
DOC TYPE.....BASIC AMENDMENT
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DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
PEREGRINE SYSTEMS, INC.

CHANGING AUTHORIZED STOCK AND PAR VALUE

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TALLAHASSEE, FLORIDA
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Pursuant to the provisions of Sections 607.1001, 607.1003 and 607.1006, Florida Statutes, the undersigned corporation, PEREGRINE SYSTEMS, INC., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to amend its Articles of Incorporation to change the number of authorized shares of common stock and its par value:

1. Name of the Corporation. The name of the Corporation is Peregrine Systems, Inc.
2. Text of the Amendment. The amendment is to increase the number of authorized shares of common stock. Accordingly, Article III of the Articles of Incorporation is amended in its entirety to read as follows:

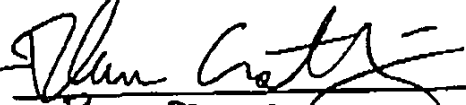
ARTICLE III
CAPITAL STOCK

The Corporation is authorized to issue 1,000,000 shares of \$0.01 par value common stock, which will be designated Common Stock.

3. Date of Adoption. The Amendment was adopted April 25, 1997.
4. Manner of Adoption. The Amendment was adopted by the unanimous written consent of all the members of the Board of Directors and by the all of the shareholders of the Corporation. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the President of the Corporation has signed these Articles of Amendment as of the 25 day of April, 1997.

PEREGRINE SYSTEMS, INC.


By: Ryan Ostrowski
Title: PRESIDENT

Prepared by: Andrew L. McIntosh
Florida Bar Number: 0881041
Rudnick & Wolfe
101 E. Kennedy Blvd., Suite 2000
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