

P96000019270

*Styke & Kordner*  
 Requestor's Name  
 1235 Calhoun  
 Address  
 Tallahassee 322-6100  
 City/State/Zip Phone #

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 -07/24/97--01004--018  
 \*\*\*\*122.50 \*\*\*\*122.50  
 Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. *Styke Enterprises, Incorporated*  
 (Corporation Name) (Document #)
2. \_\_\_\_\_ *Amend*  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

FILED  
 97 JUL 24 PM 12:10  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA  
 RECEIVED  
 97 JUL 24 AM 10:04  
 DIVISION OF CORPORATION

- Walk in     
  Pick up time \_\_\_\_\_     
  Certified Copy  
 Mail out     
  Will wait     
  Photocopy     
  Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS		G. TAX FILING
<input type="checkbox"/>	Amendment	A. AGEN. FEE
<input type="checkbox"/>	Resignation of R.A., Officer/ Director	B. STATE FEE
<input type="checkbox"/>	Change of Registered Agent	N. BANK BALANCE DUE
<input type="checkbox"/>	Dissolution/Withdrawal	REFUND
<input type="checkbox"/>	Merger	Name Availability

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

7/24/97  
 1004  
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 1004

Examiner's Initials	
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# FOLEY & LARDNER

ATTORNEYS AT LAW

CHICAGO  
JACKSONVILLE  
LOS ANGELES  
MADISON  
MILWAUKEE  
ORLANDO

POST OFFICE BOX 3391  
TAMPA, FLORIDA 33601-3391  
100 NORTH TAMPA, SUITE 2700  
TAMPA, FLORIDA 33602-3804  
TELEPHONE (813) 229-2300  
FACSIMILE (813) 221-4210

SACRAMENTO  
SAN DIEGO  
SAN FRANCISCO  
TALLAHASSEE  
TAMPA  
WASHINGTON D.C.  
WEST PALM BEACH

WRITER'S DIRECT LINE

813-225-4137

July 23, 1997

VIA FEDERAL EXPRESS

Peggy Smith  
Foley & Lardner  
123 South Calhoun Street, Suite 300  
Tallahassee, Florida 32301-1596

RE: Sykes Enterprises, Incorporated

Dear Peggy:

Enclosed are two executed originals of the Articles of Amendment to Articles of Incorporation of Sykes Enterprises, Incorporated to be filed with the Florida Department of State. We would appreciate it if you would have one original date-stamped by the Florida Department of State and returned to us for evidence of filing. Please fax the date-stamped copy to us tomorrow in advance of returning it to us by mail.

If you have any questions, please call. Thank you for your assistance.

Very truly yours,

*Steven W. Vazquez / onu*  
Steven W. Vazquez

Enclosure

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ESTABLISHED 1842

A MEMBER OF GLOBALEX WITH MEMBER OFFICES IN BERLIN, BRUSSELS, DRESDEN, FRANKFURT, LONDON, SINGAPORE, STOCKHOLM AND STUTTGART

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
SYKES ENTERPRISES, INCORPORATED**

97 JUL 24 PM 12:17  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.0601, 607.0702, 607.1003, and 607.1006 of the Florida Business Corporation Act (the "FBCA"), Sykes Enterprises, Incorporated (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** The name of the corporation is Sykes Enterprises, Incorporated.

**SECOND:** Section 3.1 of Article 3 is amended in its entirety to state as follows:

**ARTICLE 3  
Capital Stock**

3.1 Authorized Shares. The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 210,000,000 shares, of which 200,000,000 shares shall be Common Stock having a par value of \$0.01 per share ("Common Stock") and 10,000,000 shares shall be Preferred Stock having a par value of \$0.01 per share ("Preferred Stock"). The Board of Directors is expressly authorized, pursuant to Section 607.0602 of the FBCA, to provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and the issuance thereof in one or more classes or series without the approval of the shareholders of the Corporation, all within the limitations set forth in Section 607.0601 of the FBCA.

**THIRD:** Section 5.1 of Article 5 is amended in its entirety to state as follows:

**ARTICLE 5  
Action by Shareholders**

5.1 Call for Special Meeting. Special meetings of the shareholders of the Corporation may be called at any time, but only by (a) the Chairman of the Board of the Corporation, (b) a majority of the directors in office, although less than a quorum, and (c) the holders of at least fifty percent (50%) of the total number of votes of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

**FOURTH:** The foregoing amendments to the Corporation's Articles of Incorporation were adopted and approved by a majority of the shareholders of the Corporation at a meeting of shareholders on May 8, 1997, and the number of votes cast for the amendments were sufficient for approval.



# FOLEY & LARDNER

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SECOND: Section 3.1 of Article 3 is amended in its entirety to state as follows:

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THIRD: Section 5.1 of Article 5 is amended in its entirety to state as follows:

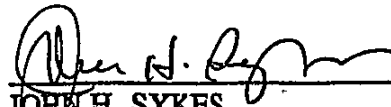
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FOURTH: The foregoing amendments to the Corporation's Articles of Incorporation were adopted and approved by a majority of the shareholders of the Corporation at a meeting of shareholders on May 8, 1997, and the number of votes cast for the amendments were sufficient for approval.

FIFTH: The foregoing amendments to the Corporation's Articles of Incorporation will become effective upon the filing of these Articles of Amendment to Articles of Incorporation with the Florida Department of State.

Dated: July 23, 1997.



JOHN H. SYKES

President and Chief Executive Officer