

P96000019270

Florida Department of State

Division of Corporations

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BASIC AMENDMENT

SYKES ENTERPRISES, INCORPORATED

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AMEND
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(WED) 12. 30' 98 17:04/ST. 17:01/NO. 4260823969 P 1

FOLEY & LARDNER
ATTORNEYS AT LAW
100 NORTH TAMPA STREET, SUITE 2700
TAMPA, FLORIDA 33602-5804
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TO:	PHONE:	FAX #:
Darlene Connell	850-487-6906	850-487-6013

<p>From: Steven V. Smith Sender's Direct Dial: 813-225-4129 Date: 12/30/98</p>

MESSAGE:

Darlene:
Please find the corrected amendment to Articles For filing.

PLEASE BACKDATE TO DECEMBER 29, 1998.

Thank you,

Steven

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 30, 1998

SYKES ENTERPRISES, INCORPORATED
100 NORTH TAMPA STREET
SUITE 3900
TAMPA, FL 33602

SUBJECT: SYKES ENTERPRISES, INCORPORATED
REF: P96000019270

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

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DIVISION OF CORPORATIONS

FROM

(WED) 12. 30 ' 98 17:04/ST. 17:01/NO. 4260823969 P 3

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SYKES ENTERPRISES, INCORPORATED

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

DESIGNATING THE PREFERENCES, RIGHTS AND LIMITATIONS OF ONE

SHARE OF SPECIAL PREFERRED VOTING STOCK

\$0.01 Par Value

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Pursuant to Sections 607.0602, 607.1002, and 607.1006 of the Florida Business Corporation Act ("FBCA"), Sykes Enterprises, Incorporated, a Florida corporation (the "Corporation"), does hereby certify that:

FIRST: Pursuant to the authority expressly vested in the Board of Directors of the Corporation by Section 3.3(A) of the Articles of Incorporation of the Corporation, as amended (the "Articles") and Section 607.0602 of the FBCA, the Board of Directors of the Corporation, by resolutions duly adopted effective as of December 17, 1998 has classified one share of the authorized but unissued Preferred Stock, par value \$.01 per share ("Special Preferred Voting Stock"), as a separate class of Preferred Stock, authorized the issuance of a maximum of one share of Special Preferred Voting Stock, and set the preferences, conversion and other rights, voting powers, restrictions as to dividends, qualifications, terms of redemption and other terms and conditions of the Special Preferred Voting Stock. Shareholder approval was not required under the Articles with respect to such designation.

SECOND: The class of Special Preferred Voting Stock of the Corporation created by the resolutions duly adopted by the Board of Directors of the Corporation shall have the following designation, number of shares, preferences, conversion and other rights, voting powers, restrictions and limitation as to dividends, qualifications, terms of redemption and other terms and conditions:

Section 1. Designation and Number of Shares. A class of Preferred Stock, consisting of one share of such stock, is hereby designated as "Special Preferred Voting Stock." So long as any "Exchangeable Shares" (as defined in the Combination Agreement (the "Combination Agreement") dated December 9, 1998, among the Corporation, Oracle Service Networks Corporation ("Oracle"), and the shareholders of Oracle) shall be outstanding, the number of shares comprising the Special Preferred Voting Stock shall not be increased or decreased and no other term of the Special Preferred Voting Stock shall be amended, except upon the approval of the holder of the outstanding share of Special Preferred Voting Stock.

Section 2. Voting. The outstanding share of Special Preferred Voting Stock shall be entitled at any relevant date to the number of votes (including for purposes of determining the presence of a quorum) determined in accordance with the terms and conditions of the Exchangeable Shares Provisions (as set forth in the Combination Agreement) and the Voting Trust

Marina Choundas, Esq., FL Bar # 0066672
Foley & Lardner
100 N. Tampa St., Tampa, FL, 33602
(813) 229-2300

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Agreement dated December 29, 1998, among the Corporation, Oracle, and Firststar Bank Milwaukee, N.A. on all matters presented to the holders of Common Stock of the Corporation, and, except as required by law, the Special Preferred Voting Stock shall be voted together with the Common Stock as a single class. The Special Preferred Voting Stock shall have no other voting rights except as required by law.

Section 3. Record Holder. The Corporation and any transfer agent for the Special Preferred Voting Stock may deem and treat the record holder of the sole share of Special Preferred Voting Stock as the true and lawful owner thereof for all purposes, and neither the Corporation nor any transfer agent shall be affected by any notice to the contrary.

Section 4. Sinking Fund. The holder of the share of Special Preferred Voting Stock shall not be entitled to the benefits of any retirement or sinking fund.

Section 5. Dividends and Conversion Rights. The holder of the share of Special Preferred Voting Stock shall not be entitled to any dividends or distributions that may be declared by the corporation. The Special Preferred Voting Stock is not convertible into any other class or series of the capital stock of the Corporation or into cash, property or other rights.

Section 6. Liquidation, Dissolution or Winding-Up. The holder of the share of Special Preferred Voting Stock shall be entitled to receive \$20 on liquidation of the Corporation before any amount shall be paid or any assets of the Corporation distributed to the holders of Common Stock of the Corporation, but only after the liquidation preference of any other shares of Preferred Stock of the Corporation, if any, has been paid in full.

Section 7. Redemption. The share of Special Preferred Voting Stock shall automatically be redeemed at such time as no Exchangeable Shares shall be outstanding or upon the termination of the Voting Trust Agreement.

THIRD: The Special Preferred Voting Stock has been classified and designated by the Board of Directors of the Corporation under the authority contained in Section 3.3(A) of the Articles.

FOURTH: These Articles of Amendment have been approved by the Board of Directors of the Corporation in the manner and by the vote required by law.

FROM

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IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its authorized officer or officers and attested to by its Secretary effective as of the 29th day of December, 1998.

SYKES ENTERPRISES, INCORPORATED

By: 

Scott J. Bendett
Senior Vice President - Finance, Treasurer
and Chief Financial Officer

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