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Florida Department of State  
Division of Corporations  
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**BASIC AMENDMENT**

**SYKES ENTERPRISES, INCORPORATED**

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

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 6.1 of Article 6 is amended in its entirety to state as follows

**ARTICLE 6  
INDEMNIFICATION**

6.1 *Provision of Indemnification.* The Corporation shall, to the fullest extent permitted required by the FBCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than to such amendment), indemnify all of the Corporation's officers and directors, all of the officers and directors of all of the Corporation's domestic subsidiaries, and all persons rendering services to the Corporation's foreign subsidiaries in capacities as officers and directors or in equivalent, identical, or similar capacities (hereinafter collectively the "Officers" and "Directors" of the Corporation), against any and all liabilities and advance any and all reasonable Expenses incurred thereby in any proceeding to which any such Director or Officer is a Party or in which such Director or Officer is deposed or called to testify as a witness because he or she is or was a Director or Officer of the Corporation or any of the Corporation's domestic or foreign subsidiaries. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which a Director or Officer may be entitled under any written agreement, Board of Director's resolution, vote of shareholders, the FBCA, or otherwise. The Corporation may, but shall not be required to, supplement the foregoing rights to indemnification against Liabilities and advancement of Expenses by the purchase of insurance on behalf of any one or more of its Directors or Officers, whether or not the Company would be obligated to indemnify or advance expenses to such Director or Officer under this Article. For purposes of this Article, the term "Directors" includes former directors of the Corporation or any of the Corporation's domestic or foreign subsidiaries and any director who is or was serving at the request of the Corporation or any of the Corporation's domestic or foreign subsidiaries as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, including without limitation, any employee benefit plan (other than in the capacity as an agent separately retained and compensated for the provisions of goods or services to the enterprise, including without limitation, attorneys at law, accountants, and financial consultants). The term "Officers" includes all of those individuals who are or were at any time officers of the Corporation or any of the Corporation's domestic or foreign subsidiaries and not merely those individuals who are or were at

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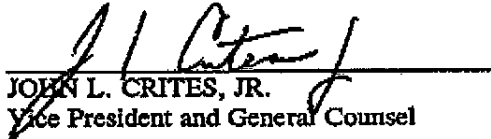
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any time "executive officers" of the Corporation or any of the corporation's domestic or foreign subsidiaries as defined in Securities and Exchange Commission Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended. All of the capitalized terms used in this Article 6 and not otherwise defined herein have the meaning set forth in Section 607.0850 of the FBCA. The provisions of this Article 6 are intended solely for the benefit of the indemnified parties described herein, their heirs and personal representatives, and shall not create any rights in favor of third parties. No amendment to or repeal of this Article 6 shall diminish the rights of indemnification provided for herein prior to such amendment or repeal.

THIRD: The foregoing amendment 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 April 30, 1998, and the number of votes cast for the amendment were sufficient for approval.

FOURTH: The foregoing amendment 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: March 9, 1999

  
JOHN L. CRITES, JR.  
Vice President and General Counsel

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