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NAME: PANDA SOFTWARE (USA), INC.

AUDIT NUMBER.....H97000018377

DOC TYPE.....BASIC AMENDMENT

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**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
PANDA SOFTWARE (USA), INC.**

The undersigned, MARK J. SCHEER, the Sole Incorporator of PANDA SOFTWARE (USA), INC. a Florida corporation (the "Corporation") filed on June 6, 1997, and registered under document number P97000050253, hereby certifies:

1. The name of this corporation is PANDA SOFTWARE (USA), INC.
2. Pursuant to Article XI of the Corporation's Articles of Incorporation, the first sentence of Article I is hereby amended to change the name of the corporation from Panda Software (USA), Inc. to Panda Software, Inc. The first sentence of Article I shall hereby be amended to read as follows:

"The name of the corporation is PANDA SOFTWARE, INC."

3. This Amendment to the Articles of Incorporation was approved and adopted by the Sole Incorporator on November 4, 1997, pursuant to Section 607.1005 of the Florida Statutes. At the time of adoption of this Amendment to the Articles of Incorporation, no shares of the Corporation had been issued and, accordingly, no shareholder approval was required.
4. Except as above amended, the Articles of Incorporation of the Corporation, as filed with the Florida Department of State, shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, as Sole Incorporator of the Corporation, has executed these Articles of Amendment as of the 4th day of November, 1997.

  
MARK J. SCHEER, Sole Incorporator

171333

**THIS DOCUMENT PREPARED BY:**

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