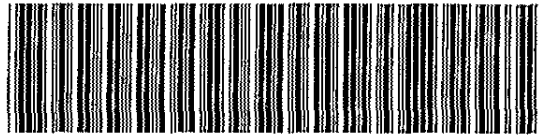


F03000005523

PRISM Inc
1590 Ludlow Road
Marco Island, FL 34145



100022872401

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

09/10/03--01020--004 **70.00

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

Special Instructions to Filing Officer:

Office Use Only

W03-26126
J. BRYAN SEP 12 2003

J. BRYAN NOV 6 2003

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PRISM, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

STEVEN H. ECCLESTON
(Name of Person)
CARD, PALMER, SIBBISON & CO.
(Firm/Company)
4545 HINCKLEY PARKWAY
(Address)
CLEVELAND, OHIO 44109-6009
(City/State and Zip code)

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For further information concerning this matter, please call:

STEVEN H. ECCLESTON at (216) 621-8021
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 12, 2003

STEVEN H. ECCLESTON
CARD, PALMER, SIBBISON & CO.
4545 HINCKLEY PARKWAY
CLEVELAND, OH 44109-6009

SUBJECT: PRISM, INC.
Ref. Number: W03000026126

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TALLAHASSEE, FLORIDA

We have received your document for PRISM, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

A brief description of the entity's nature of business must be included in the document.

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) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 103A00050826

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

I, the undersigned Peter T. Weins, do hereby certify
(Name)

that this Resolution of the Board of Directors of Prism, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Ohio,

was duly adopted on May 2, 1988

Be it resolved, that Prism, Inc.
(Corporate Name)

organized and existing in the State of Ohio, hereby adopts the name

PRISM of Ohio, Inc. for use in Florida.

Dated: 10/31/03



Signature of either Chairman, Vice Chairman or any officer

Peter T. Weins, President

Type or print name

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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TALLAHASSEE, FLORIDA

1. PRISM, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. OHIO 3. 34-1590897
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5/2/88 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1590 LUDLOW ROAD, MARCO ISLAND, FL 34145
(Principal office address)
- SAME
(Current mailing address)

8. Advertising services
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: PETER WEINS

Office Address: 1590 LUDLOW ROAD
MARCO ISLAND, Florida 34145
(City) (Zip code)

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: PETER T. WEINS

Address: 1590 LUDLOW ROAD

MARCO ISLAND, FL 34145

Vice President: _____

Address: _____

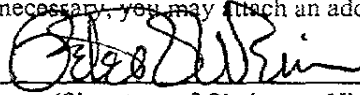
Secretary: DEBORAH S. WEINS

Address: 1590 LUDLOW ROAD

Treasurer: MARCO ISLAND, FL 34145

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Peter T. Weins President

(Typed or printed name and capacity of person signing application)

United States of America
State of Ohio
Office of the Secretary of State

I, J. Kenneth Blackwell, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign corporations; that said records show PRISM, INC., an Ohio corporation, Charter No. 726924, having its principal location in Westlake, County of Cuyahoga, was incorporated on May 02, 1988 and is currently in GOOD STANDING upon the records of this office.

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DIV. OF CORPORATIONS
TALLAHASSEE, FLORIDA



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 7th day of August, A.D. 2003*

J. Kenneth Blackwell

Ohio Secretary of State