

P95000032850
The PRISM Network, Inc.

Property Restoration
& Integrated Systems
Management

June 28, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: The PRISM Network, Inc

To Whom It May Concern:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$70.00 for the Filing Fee (\$35.00) and Registered Agent Designation (\$35.00).

Please contact myself or Mr. James W. Southerland, Jr. at 904-292-1722 should you have any questions.

Thank you for your assistance.

Sincerely,



Mr. Eric Ordway
3491 Pall Mall Dr., STE 102
Jacksonville, Florida 32257

10000152954 1
-07/05/95--01014--014
*****70.00 *****70.00

Don O. Linn GAVE
AUTHORIZATION BY PHONE TO
CORRECT 10000152954
DATE 7/5/95
DOC. EXAM. 1/5/96

**ARTICLES OF INCORPORATION
OF
THE PRISM NETWORK, INC.**

The undersigned incorporator hereby subscribes to these Articles of Incorporation to form a corporation under the laws of the State of Florida

ARTICLE I - NAME AND DURATION

The name of the corporation is The PRISM Network, Inc. The duration of the Corporation is perpetual

ARTICLE II - COMMENCEMENT

Corporate existence shall begin at the date of the signing and acknowledging of these Articles of Incorporation provided that all of the requirements of law are met. Other wise file on date of receipt.

ARTICLE III - PURPOSE

1. This corporation is organized for the purpose of transacting and engaging in any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE IV. - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 500 shares of common stock (designated as "common shares") having a par value of one dollar (\$1.00) per share.

ARTICLE V. - INITIAL REGISTERED AGENT AND OFFICE

The street address in the State of Florida of the initial registered office of this corporation is 3491 Pall Mall Dr., Suite 102, Jacksonville, Florida 32257, the mailing address of the corporation is the same as the street address referenced above, the registered agent of this corporation is Mr. James W. Southerland, Jr., 3491 Pall Mall Dr., Suite 102, Jacksonville, Florida 32257

ARTICLE VI. - INITIAL BOARD OF DIRECTORS

1. This corporation shall have two (2) directors initially. The number of directors may be increased or decreased as provided by the By-Laws from time to time, provided, however, there shall never be less than one

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing addresses of the initial directors are:

Mr. James W. Southerland, Jr.
1410 Elder Lane
Jacksonville, Florida 32207

Mr. Nat Alder
413 Cliffside Dr.
San Antonio, Texas 78231

ARTICLE VII. - INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is

Mr. James W. Southerland, Jr.
3491 Pall Mall Dr., Suite 102
Jacksonville, Florida 32257

ARTICLE VIII. - AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the stockholders is subject to this reservation

ARTICLE IX. - INDEMNIFICATION

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law

ARTICLE X. - PRE-EMPTIVE RIGHTS OF STOCKHOLDERS RESERVED

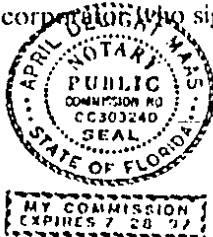
The stockholders of this corporation, unless these Articles of Incorporation are hereafter amended, shall have pre-emptive rights.

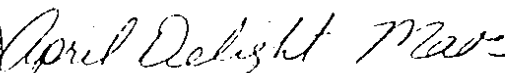
SIGNED by the incorporator this 26th day of June, 1995


Mr James W. Southerland, Jr.

STATE OF FLORIDA)
) ss
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 27th day of June, 1995,
by Mr. James W. Southerland, Jr., the incorporator who signed the foregoing Articles




Notary Public, State of Florida
My Commission expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated and appointed as Registered Agent of The PRISM Network, Inc. in the foregoing Articles of Incorporation, does hereby accept the said appointment and designation as Registered Agent to act as contemplated by Florida Business Corporation Act.

DATED this 26th day of June, 1995


Mr James W. Southerland, Jr.

Property Restoration &
Integrated Systems Management

P95000052850

December 14, 1995

Florida Department of State
Division of Corporations - Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

To whom it may concern:

Attached are Articles of Amendment for The PRISM Network, Inc. and a check for the \$35.00 filing fee.

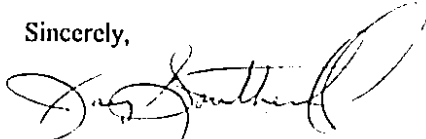
Please send the return acknowledgment to:

James W. Southerland, Jr.
The PRISM Network, Inc.
3491 Pall Mall Dr., Suite 102
Jacksonville, FL 32257

Should you have any questions, I may be reached at 904-292-1722.

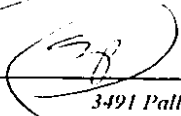
Thank you for your assistance in this matter.

Sincerely,



James W. Southerland, Jr.
Incorporator

OK to
delete
initial



Amend
SF

FILED
DEC 22 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-12/22/95--01061--013
*****35.00 *****35.00

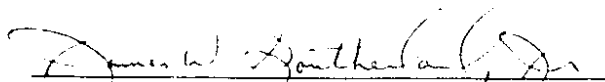


Articles of Amendment for
The PRISM Network, Inc.

The undersigned incorporator of The PRISM Network, Inc. hereby files these Articles of Amendment to the corporation's Articles of Incorporation and states.

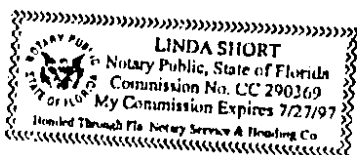
1. The name of the corporation is "The PRISM Network, Inc."
2. The text of the amendment is as follows:
 - a) The existing Article VI - Initial Board of Directors is deleted in its entirety.
 - b) A new Article VI - Initial Board of Directors is inserted which provides as follows:
 1. "This corporation shall have one (1) director ~~initially~~, James W. Southerland, Jr. The number of directors may be increased or decreased by the By-Laws from time to time; provided, however, there shall never be less than one.
 2. If a vacancy occurs in the Board of Directors during a term, a majority vote of the shareholders may elect a director to fill the vacancy until the next annual meeting of shareholders."
3. The above amendment was adopted on December 14, 1995.
4. The amendment was adopted by the sole incorporator of the corporation, James W. Southerland, Jr., the corporation not yet having had its initial organizational meeting or issued its shares.

Signed this 14th day of December, 1995.


James W. Southerland, Jr., Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14 day of December, 1995, by James W. Southerland, Jr., the incorporator, who signed the original Articles of Incorporation and the foregoing Articles of Amendment, and who: JAMES WILLIAM SOUTHERLAND is personally known to me, or _____ produced Driver's License for identification.



Linda Short
Notary Public
Name of Notary: LINDA SHORT
State and County Aforesaid 7/27/97
My commission expires: 7/27/97
My commission number is: CC 290369

SENT BY: FOLBY & LARDNER

3-28-96 14:13 JACKSONVILLE OFFICE-

14 2/ 3

P95000052850

3/28/96

FLORIDA DIVISION OF CORPORATIONS

2:31 PM

PUBLIC ACCESS SYSTEM

(((H96000004501))) ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: FOLBY & LARDNER

DEPARTMENT OF STATE

200 LAURA ST

STATE OF FLORIDA

409 EAST GAINES STREET

JACKSONVILLE FL 32202-

TALLAHASSEE, FL 32399

CONTACT: KAREN PETERSON

FAX: (904) 922-4000

PHONE: (904) 359-2000

FAX: (904) 359-8700

(((H96000004501)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: THE PRISM NETWORK, INC.

FAX AUDIT NUMBER: H96000004501

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/28/1996

TIME REQUESTED: 14:30:52

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$87.50

ACCOUNT NUMBER: 072720000061

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(((H96000004501)))

i(500, 00524, 00011
the articles of incorporation
were filed on 7/3/95. Please
insert your document.

(6/2) memo - RA-761 m...
Lardner

12-1-96

7-13
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 28, 1996

THE PRISM NETWORK, INC.
3491 PALL MALL DR. STE 102
JACKSONVILLE, FL 32257

SUBJECT: THE PRISM NETWORK, INC.
REF: P95000052850

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The articles of incorporation were filed on July 3, 1995. Please correct your 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 (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000004501
Letter Number: 296A00014403

03/29/96 08:53 FAX 1 904 359 8700

FOLEY & LARDNER

001

FOLEY & LARDNER

POST OFFICE BOX 240
JACKSONVILLE, FLORIDA 32201-0240
THE GREENLEAF BUILDING
200 LAURA STREET 32202-3827
TELEPHONE (904) 359-2000
FACSIMILE (904) 359-8700

ORLANDO, FLORIDA
TALLAHASSEE, FLORIDA
TAMPA, FLORIDA
WEST PALM BEACH, FLORIDA

MILWAUKEE, WISCONSIN
MADISON, WISCONSIN
CHICAGO, ILLINOIS
WASHINGTON, D.C.
ANNAPOLIS, MARYLAND

FACSIMILE TRANSMISSION

TO: Florida Division of Corporations FAX NO.: 904/922-4000
FROM: Lolghann Whitten
DATE: 3/29/96 TIME: 8:51am
NO. OF PAGES (including this page): 3
MESSAGE:

OPERATOR:

FILE NO: 065368/0101

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PLEASE CALL US AS SOON AS POSSIBLE AT (904) 359-2000 (EXT. 7307).

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS INTENDED ONLY FOR THE PERSONAL AND CONFIDENTIAL USE OF THE DESIGNATED RECIPIENTS NAMED ABOVE. This message may be an attorney-client communication, and as such is privileged and confidential. If the reader of this message is not the intended recipient or an agent responsible for delivering it to the intended recipient, you are hereby notified that you have received this document in error, and that any review, dissemination, distribution or copying of this message is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone and return the original message to us by mail. Thank you.

**ARTICLES OF AMENDMENT FOR
THE PRISM NETWORK, INC.**

Pursuant to Sections 607.1001, 607.1004, 607.1006, and 607.1009, Florida Business Corporation Act, the following provisions of the Articles of Incorporation for The Prism Network, Inc., a Florida corporation, filed in Tallahassee on July 3, 1995, be and they hereby are amended in the following particulars:

1. The name of the corporation is "The Prism Network, Inc."
2. The existing Article IV is deleted in its entirety. A new Article IV is inserted which provides as follows:

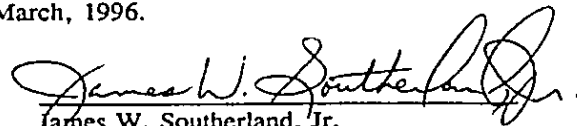
"The aggregate number of shares which this corporation is authorized to issue is one million (1,000,000) shares of common stock (designated as "common shares") having a par value of one dollar (\$1.00) per share."

3. Article V - Initial Registered Agent and Office:

The registered office and mailing address will be changed from "3491 Pall Mall Drive, Suite 102, Jacksonville, Florida 32257 to "3000-6 Hartley Road, Jacksonville, Florida 32257."

4. The foregoing amendment was adopted in accordance with Florida Statutes, Section 607.074 on the 28th day of March, 1996 by written consent of Stockholders of the corporation. The only voting group entitled to vote on the adoption of the Amendment consists of the holders of the corporation's common stock. The written consents of stockholders in such voting group were sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment this 28th day of March, 1996.


James W. Southerland, Jr.
President

P95000052850

4/02/96

FLORIDA DIVISION OF CORPORATIONS

4:31 PM

((H96000004740))

PUBLIC ACCESS SYSTEM

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: FOLEY & LARDNER

DEPARTMENT OF STATE

200 LAURA ST

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

JACKSONVILLE FL 32202-

8-0000

CONTACT: KAREN PETERSON

PHONE: (904) 359-2000

FAX: (904) 359-8700

((H96000004740))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: THE PRISM NETWORK, INC.

FAX AUDIT NUMBER: H96000004740

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/02/1996

TIME REQUESTED: 16:31:52

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 1

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$87.50

ACCOUNT NUMBER: 072720000061

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((H96000004740))

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April 3, 1996

THE PRISM NETWORK, INC.
3000-6 HARTLEY ROAD
JACKSONVILLE, FL 32257

SUBJECT: THE PRISM NETWORK, INC.
REF: P95000052850

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please correct your document to reflect that it is filed pursuant to the correct statute 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 (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000004740
Letter Number: 296A00015215

**ARTICLES OF AMENDMENT FOR
THE PRISM NETWORK, INC.**

Pursuant to Sections 607.1001, 607.1004, 607.1006, and 607.1009, Florida Business Corporation Act, the following provisions of the Articles of Incorporation for The Prism Network, Inc., a Florida corporation, filed in Tallahassee on July 3 1995, be and they hereby are amended in the following particulars:

Article IV, is amended to read as follows:

"The aggregate number of shares which this corporation is authorized to issue is one million (1,000,000) shares of common stock (designated as "common shares") having a par value of one penny (\$0.01) per share."

The foregoing amendment was adopted in accordance with Florida Statutes, Section 607.0704 on the 1st day of April, 1996 by written consent of Stockholders of the corporation. The only voting group entitled to vote on the adoption of the Amendment consists of the holders of the corporation's common stock. The written consents of stockholders in such voting group were sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment this 1st day of April, 1996.


James W. Southerland, Jr.
President