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BASIC AMENDMENT

THE PRISM NETWORK, INC.

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*Amendment*

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
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April 6, 1999

THE PRISM NETWORK, INC.  
3728 PHILIPS HWY  
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JACKSONVILLE, FL 32217US

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

A. The name of this Corporation is The Prism Network, Inc.

B. An amendment to the Articles of Incorporation was adopted on April 5, 1999, by the sole Shareholder of this Corporation to amend Article IV of the Articles of Incorporation to change the number of authorized shares of the Corporation, as follows:

"ARTICLE IV - CAPITAL STOCK

The aggregate number of shares this Corporation is authorized to issue is two million five hundred thousand (2,500,000) shares of common stock (designated as "common shares") having a par value of one penny (\$.01) per share."

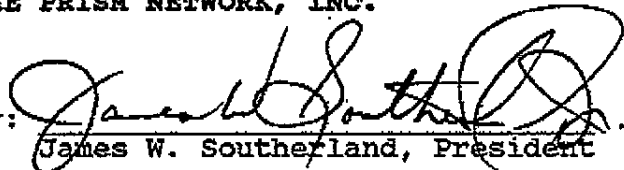
There are no other amendments to the Articles of Incorporation, except as stated above.

C. The sole shareholder of this Corporation was entitled to vote on this amendment, and the number of votes cast for the amendment was sufficient for approval by the shareholder.

IN WITNESS WHEREOF, The Prism Network, Inc. has caused these Articles of Amendment of the Articles of Incorporation to be signed in its name by its President this 5th day of April, 1999.

THE PRISM NETWORK, INC.

By:

  
James W. Southerland, President

267974

Prepared by:

Charles H. Keller, Esq.  
Florida Bar No. 0138487  
Smith Hulsey & Busey  
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Jacksonville, FL 32201-3315  
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