

C. TAX _____
FILING _____ 35.00
M. AGENT FEE _____
S. (2) 17.50
TOTAL _____ 52.50
N. BANK _____
BALANCE DUE _____
REFUND _____

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
VISIT FL, INC.

FILED
97 NOV 18 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is VISIT FL, INC.
2. Pursuant to the provisions of Section 607.0821, Florida Statutes, the undersigned corporation adopts the following amendments to its Articles of Incorporation:

a. The name of the corporation is hereby changed to PRISM COMMUNICATIONS AND MARKETING, INC.

3. These Articles of Amendment to the Articles of Incorporation were adopted by all of the Directors and all of the Shareholders of the corporation, pursuant to Sections 607.0821 and 607.0704, respectively, Florida Statutes, on October 28, 1997.

4. The effective date of this instrument is as of the filing hereof.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment to the Articles of Incorporation on behalf of the corporation this 28th day of October, 1997.

VISIT FL, INC.

By: [Signature]

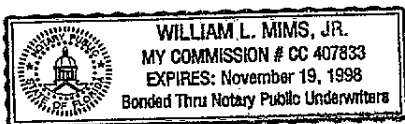
WALTER WILLIS, President
Secretary, Director

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared WALTER WILLIS, the President and Secretary, respectively, of VISIT FL, INC., a Florida corporation, who is to me well known to be the person described and who executed the above Articles of Amendment to the Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law, that he made and executed the same for the use and purposes set forth therein pursuant to due and proper corporate authority, and who produced Personally Known as identification.

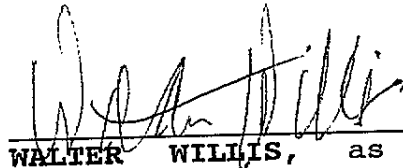
IN WITNESS WHEREOF, I have hereunto set my hand and official seal at in the County and State aforesaid this 28th day of October, 1997.

[Signature]
Notary Public
My Commission Expires:



**CONSENT TO AMENDMENT OF
ARTICLES OF INCORPORATION OF
VISIT FL, INC.**

WE, the undersigned, constituting all of the Directors and Shareholders of **VISIT FL, INC.**, a Florida corporation, pursuant to Section 607.1003, Florida Statutes, and pursuant to Section 607.0704, Florida Statutes (as to Shareholders) and Section 607.0821, Florida Statutes (as to Directors) do hereby authorize and consent to the amendment of the corporation's Articles of Incorporation in accordance with those certain Articles of Amendment to the Articles of Incorporation of Visit FL, Inc. which are attached to this consent and made a part hereof by reference.



WALTER WILLIS, as Sole Shareholder
and Director