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KILLGORE, PEARLMAN, STAMP, ORNSTEIN & SQUIRES

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
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October 15, 1998

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*****35.00 *****35.00

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Prism Communication & Marketing, Inc.

Dear Sirs:

I have enclosed the original and one copy of the Article of Amendment for the above corporation along with my check for the amount of \$35.00 for filing the same. Please file said Articles and return a copy to me.

Very truly yours,

KILLGORE, PEARLMAN, STAMP,
ORNSTEIN & SQUIRES


Craig S. Pearlman

CSP:se
Enclosures
cc: Walt Willis

VS OCT 26 1998

Amend

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
PRISM COMMUNICATIONS & MARKETING, INC.
f/k/a VISIT FL, INC.

FILED
98 OCT 20 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, President and Secretary of PRISM COMMUNICATIONS & MARKETING, INC., f/k/a VISIT FL, INC., do hereby certify that on August 19, 1998, all of the Directors and all of the Shareholders of PRISM COMMUNICATIONS & MARKETING, INC., approved resolutions amending Article IV of the Articles of Incorporation of PRISM COMMUNICATIONS & MARKETING, INC., and amending Article V of the Articles of Incorporation of PRISM COMMUNICATIONS & MARKETING, INC.; and that the following are true and correct recitations of said Resolutions:

RESOLVED, that in the judgment of the Shareholders and Board of Directors of PRISM COMMUNICATIONS & MARKETING, INC., it is deemed advisable to amend the Articles of Incorporation so as to increase the capital stock of PRISM COMMUNICATIONS & MARKETING, INC., and for that purpose to change Article IV thereof to read as follows:

ARTICLE IV. The aggregate number of shares which the corporation shall have authority to issue shall be 3,000 shares of which 1,000 shares, having a par value of \$1.00 per share, shall be shares of voting common stock; and 2,000 shares, having a par value of \$1.00 per share, shall be shares of non-voting common stock.

RESOLVED, that in the judgment of the Board of Directors of PRISM COMMUNICATIONS & MARKETING, INC., it is deemed advisable to amend the Articles of Incorporation so as to change the principal place of business of PRISM COMMUNICATIONS & MARKETING, INC. and for that purposes change Article V thereof to read as follows:

ARTICLE V. The principal place of business for the corporation shall be:

819 East Palm Street
Orlando, Florida 32801

The Board of Directors may from time to time designate other addresses and places for the principal office of this Corporation as they may see fit.

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 of

PRISM COMMUNICATIONS & MARKETING, INC., on behalf of the Corporation this 14th day of October, 1998.

PRISM COMMUNICATIONS & MARKETING, INC.

By: 

Walter Willis, President

ATTESTED TO:

By: 

Walter Willis, Secretary

ACKNOWLEDGED AND APPROVED:

By: 

Walter Willis, Director and Shareholder