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P96000043900
December 18, 1996

Secretary of State of Florida/Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Top Ten Trainer, Inc.

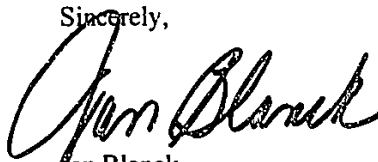
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Ladies and Gentlemen:

Enclosed for filing with your offices are articles of amendment, in duplicate, prepared on behalf of Top Ten Trainer, Inc., a Florida corporation. Also enclosed is our check in the amount of \$87.50 in payment of the \$35.00 filing fee and a certified copy fee in the amount of \$52.50.

Please return the certified copy of the amendment to me. Thank you for your cooperation with this matter.

Sincerely,


Jan Blanck,
Lawyer's Assistant to Gayle E. Miller

cc: Gayle E. Miller, Esq.

Name change
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MI-34971.01

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF TOP TEN TRAINER, INC.,
A FLORIDA CORPORATION**

In accordance with the terms of Section 607.1006 of the Florida Business Corporation Act, Top Ten Trainer, Inc., a Florida corporation, hereby adopts the following amendment to its Articles of Incorporation:

Article I is hereby amended to read as follows:

**ARTICLE I
NAME**

The name of the Corporation is **PRISM WORLDWIDE, INC.**

The foregoing amendment to the Articles of Incorporation of the Corporation was adopted by means of a Unanimous Written Consent of the Sole Shareholder and Director of the Corporation dated December 11, 1996, in accordance with the terms of Section 607.1003 of the Florida Business Corporation Act, and consequently the number of shares cast in favor of the Amendment was sufficient for its approval.

Date: December 11, 1996

TOP TEN TRAINER, INC.,
a Florida corporation

By: 
Harold C. Fletcher, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA