

KIRKPATRICK & LOCKHART LLP

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VIA FEDERAL EXPRESS

P96000043900

May 15, 1996

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

200001025412
-05/16/96--01123---004
****490.00 ****122.50

RE: Body Bow, Inc.
Top Ten Trainer, Inc.
Pac Rim Trading, Inc.
Integrated Sales and Marketing, Inc.

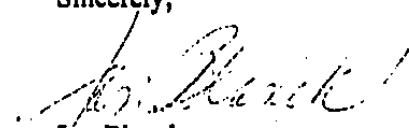
Ladies and Gentlemen:

Enclosed for filing with your offices are Articles of Incorporation, in duplicate, prepared on behalf of the four above-referenced proposed Florida corporations. Also enclosed is our check in the amount of \$490.00 in payment of the following incorporation fees:

Filing Fee	\$	35.00
Certified Copy		52.50
Registered Agent Fee		<u>35.00</u>
Subtotal	\$	122.50
Total	\$	490.00

Please return the certified copies of these documents to me. Thank you for your cooperation with this matter.

Sincerely,


Jan Blanck,
Lawyer's Assistant to
Gary M. Carman

WJB
5/23/96

FILED
96 MAY 16 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TOP TEN TRAINER, INC.

The undersigned, acting as incorporator of Top Ten Trainer, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is Top Ten Trainer, Inc.

ARTICLE II

ADDRESS

The street address of this Corporation shall be c/o Kirkpatrick & Lockhart, 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131.

ARTICLE III

DURATION AND COMMENCEMENT OF EXISTENCE

The duration of the Corporation shall be perpetual commencing on the date of filing of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE IV

PURPOSE

The purpose of this Corporation shall be to engage in any activities or business permitted under the laws of the United States and the State of Florida.

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96 MAY 16 AM 9:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131 and the registered agent for the Corporation at that address shall be Gary M. Carman.

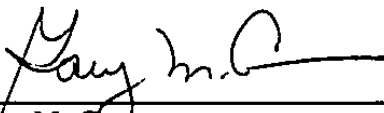
ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Gary M. Carman	c/o Kirkpatrick & Lockhart 201 South Biscayne Boulevard 20th Floor Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of May, 1996.



Gary M. Carman,
Incorporator


CERTIFICATE OF REGISTERED AGENT

OF

TOP TEN TRAINER, INC.

Having been named to accept service of process for Top Ten Trainer, Inc. at the place designated in the foregoing Articles of Incorporation, Gary M. Carman agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATED: May 15, 1996



Gary M. Carman

FILED
96 MAY 16 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KIRKPATRICK & LOCKHART LLP

MIAMI CENTER - 20TH FLOOR
201 SOUTH BISCAYNE BOULEVARD
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TELEPHONE (305) 539-3300
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JAN BLANCK
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BLANCKJF@KLL.COM

P96000043900
December 18, 1996

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

Re: Top Ten Trainer, Inc.

100002035391--7
-12/20/96--01035--004
*****87.50 *****87.50

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
LFT
1-297

FILED
96 DEC 20 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MI-34971.01

**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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 DEC 20 AM 10:03

FILED