

P03000148888

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**BASIC AMENDMENT**  
**CO-ADVANTAGE HOLDINGS II, INC.**

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Corporate Paralegal  
Direct Dial: (407) 246-8678  
E-mail: dfricke@whww.com

February 19, 2004

Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Co-Advantage Holdings, Inc. - Document No. P00000081088  
Co-Advantage Holdings II, Inc. - Document No. P03000148888

Dear Sir/Madam:

Attached please find Articles of Dissolution on behalf of Co-Advantage Holdings, Inc., a Florida corporation, to be filed with your office effective immediately. Also enclosed please find Articles of Amendment to Articles of Incorporation on behalf of Co-Advantage Holdings II, Inc., a Florida corporation, changing this entity's name to "Co-Advantage Holdings, Inc."

Please be advised that these are related entities and that Co-Advantage Holdings, Inc. (Document No. P00000081088) will not reinstate after its dissolution.

Please file these articles simultaneously with the same effective date, forwarding confirmation of same to my attention.

Thank you for your time on this matter. Should you have any questions, please do not hesitate to call me.

Sincerely,



M. Deborah Fricke  
Corporate Paralegal

:mdf  
encl.

ORLANDO, FLORIDA  
1300 BANK OF AMERICA CENTER  
390 NORTH ORANGE AVENUE (ZIP 32801)  
POST OFFICE BOX 1391 (ZIP 32802-1391)  
FAX (407) 423-7014

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POST OFFICE BOX 830 (ZIP 32790-0830)  
FAX (407) 845-3728

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**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
CO-ADVANTAGE HOLDINGS II, INC.**

**WHEREAS**, the name of the Corporation is CO-ADVANTAGE HOLDINGS II, INC.; and

**WHEREAS**, the Corporation was incorporated pursuant to the laws of the State of Florida on December 10, 2003 and assigned document number P03000148888;

**NOW THEREFORE**, the undersigned Corporation, by and through its Directors and Shareholders pursuant to the provisions of Section 607.1006, Florida Statutes, hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article I: Name is hereby deleted in its entirety, and the following substituted therefor:

**"ARTICLE I: Name**

The name of this corporation shall be:

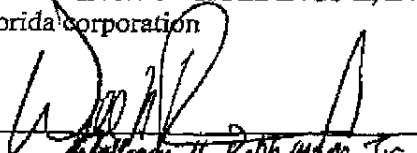
**CO-ADVANTAGE HOLDINGS, INC."**

2. The foregoing amendment was adopted by a majority consent of the Directors and Shareholders holding a majority interest in the Corporation as of February 17, 2004.

**IN WITNESS WHEREOF**, these Articles of Amendment have been executed as of the 17 day of February, 2004.

CO-ADVANTAGE HOLDINGS II, INC.,  
a Florida corporation

By

  
William H. Robinson Jr.  
Secretary

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