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Phone : (800) 494-3124  
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GOSOLUTIONS, INC.

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DIVISION OF CORPORATIONS

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Amend  
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**ARTICLES OF AMENDMENT  
TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
GOSOLUTIONS, INC.**

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06 FEB 23 PM 3:35  
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TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act (the "Act"), GoSolutions, Inc., a corporation organized and existing under and by virtue of the laws of the State of Florida (the "Corporation"), does hereby certify:

I. **Name.** The name of the Corporation is GoSolutions, Inc.

II. **Amendment Adopted.** The amendment adopted provides for an increase in the authorized number of Series B Convertible Redeemable Preferred Stock ("Series B Preferred Stock").

III. **Text of Amendment.** Section 4(D) is hereby deleted in its entirety and replaced by the following new Section 4(D):

**4(D). Series B Convertible Redeemable Preferred Stock.** A Series of Preferred Stock is hereby designated and known as "Series B Convertible Redeemable Preferred Stock" (hereinafter referred to as "Series B Preferred Stock") and shall consist of 1,020,000 shares, \$.001 par value per share. The powers, preferences, rights, qualifications, limitations and restrictions of the Series B Preferred are as follows:

(1) **Dividends.** Holders of Series B Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, out of the assets of the Corporation legally available therefor and before any dividends or distributions shall be made to the holders of the Common Stock and the Series A Preferred Stock, such dividends and distributions as may be declared from time to time by the Board of Directors.

(2) **Redemption.** The Corporation shall redeem outstanding shares of Series B Preferred Stock held by a holder thereof in three annual installments commencing six years from the date of purchase (or exercise if obtained by the exercise of warrants) by such holder (each redemption date hereafter referred to as a "Series B Redemption Date"). The shares of Series B Preferred Stock to be redeemed on any Series B Redemption Date shall be redeemed by paying the holder thereof in cash an amount per share equal to the original purchase price per share (or exercise price if the shares were obtained by exercise of warrants) plus an amount equal to the declared but unpaid dividends thereon, such amount being referred to as the "Series B Redemption Price." Any holder entitled to such redemption rights shall surrender his certificate or certificates representing such shares to the Corporation within thirty (30) days of a Series B Redemption Date. On a Series B Redemption Date or within thirty (30) days of the Corporation's receipt of the certificate or certificates representing the shares of Series B Preferred Stock, whichever is later, the Corporation shall pay the Series B Redemption Price to or on the order of the person whose name appears on such certificate or certificates as the owner thereof and each surrendered certificate shall be canceled. From and after the close of business on a Series B Redemption Date, all rights of the holder of shares of Series B Preferred Stock redeemed on such date as shareholders of the Corporation shall cease (except the right to receive the Series B Redemption Price for such

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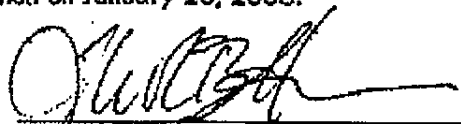
shares) and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever. If the funds of the Corporation legally available for redemption of Series B Preferred Stock on any Series B Redemption Date are insufficient to redeem the total number of shares of Series B Preferred Stock to be redeemed on such Series B Redemption Date, such redemption shall take place as soon as legally permitted.

(3) **Voting.** The holders of Series B Preferred Stock shall have no voting rights, except as otherwise provided by law.

**IV. Adoption of Amendment.** The amendment contained herein has been effected in conformity with the provisions of the Florida Business Corporations Act. On January 23, 2006, the amendment was unanimously approved and adopted by the Corporation's Board of Directors and by the written consent of shareholders holding at least a majority of the voting power of the Corporation. The consents and votes given are sufficient for approval of such amendment.

**V. Effective Date.** The effective date of the amendment herein contained shall be the date of filing of these Articles of Amendment to the Amended and Restated Articles of Incorporation with the Florida Secretary of State.

**IN WITNESS WHEREOF,** the President and Chief Executive Officer of the Corporation has executed these Amended Articles of Incorporation on January 23, 2006.



Thor R. Bendickson,  
President/Chief Executive Officer

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hp LaserJet 3015

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Jun-24-2000 7:41AM



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