

P01000120425

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BASIC AMENDMENT
M R G LEASING GROUP V, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda H. Hood
Secretary of State

January 18, 2005

M R G LEASING GROUP V, INC.
1911 US HWY 301 N, SUITE 450
TAMPA, FL 33619

SUBJECT: M R G LEASING GROUP V, INC.
REF: P01000120425

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

FAX And. #: 805000010881
Letter Number: 805A00003209

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 14, 2005

M R G LEASING GROUP V, INC.
1911 US HWY 301 N, SUITE 450
TAMPA, FL 33619

SUBJECT: M R G LEASING GROUP V, INC.
REF: P01000120425

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The date of adoption of each amendment must be included in the document.

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Darlene Connell
Document Specialist

FAX Attn. #: H05000010881
Letter Number: 405A00002919

**M R G LEASING GROUP V, INC.
ARTICLES OF AMENDMENT AND NAME CHANGE
BOARD OF DIRECTORS ACTION BY CONSENT**

THE UNDERSIGNED, being all the members of the Board of Directors of M R G Leasing Group V, Inc., a Florida corporation (the "Corporation"), hereby consent to and direct the following action by the Corporation and instruct the Secretary of the Corporation to enter this certificate into the minutes of the proceedings of the Corporation:

1. The name of the Corporation is M R G LEASING GROUP V, INC. ("Corporation").
2. The Corporation was incorporated pursuant to the provisions of the Florida General Corporation Act, on December 20, 2001 and assigned document number P01000120425; and
3. The undersigned Corporation, by and through its Directors and pursuant to the provisions of Section 607.1001 of the Florida Statutes, wishes to amend the aforesaid Articles of Incorporation. The required majority of the Shareholders approved this amendment as of January 1, 2005.
4. The effective date of this amendment shall be January 1, 2005;

NOW, THEREFORE, the undersigned hereby amends the Articles as follows:

1. Article I - Name of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE I - Name

The name of this Corporation shall be: CO-ADVANTAGE RESOURCES V, INC."

2. Except as modified herein, the Articles of Incorporation of said Corporation shall be and remain in full force and effect.

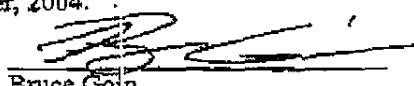
IN WITNESS WHEREOF, these Articles of Amendment have been executed as of the 30th day of December, 2004.

2. All lawful acts on behalf of the Corporation taken by the Officers and Directors to date are ratified and confirmed.

Execution of this certificate by the undersigned, being all of the members of the Board of Directors and pursuant to Section 607.0821 of the Florida Statutes, waives any requirement of a formal meeting to conduct the business referred to herein. This certificate may be executed in counter-part.

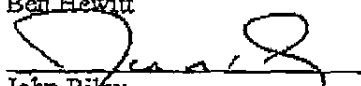
Dated as of this 30th day of December, 2004.


Dayne Williams


Bruce Goin


Ben Hewitt


Mark Lowrey


John Riley


Russell Newton, III

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA