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Division of Corporations

P03000148888

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From:

Account Name : WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.
Account Number : 076077002775
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BASIC AMENDMENT
CO-ADVANTAGE HOLDINGS II, INC.

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WINDERWEEDLE, HAINES,
WARD & WOODMAN, P.A.
ATTORNEYS AT LAW
MAIN TELEPHONE (407) 246-8578
WWW.WWWWC.COM

Please Reply To:
Orlando Office

M. Deborah Fricke
Corporate Paralegal
Direct Dial: (407) 246-8578
E-mail: dfricke@wwwwc.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:

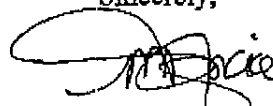
Attached please find Articles of Dissolution on behalf of Co-Advantage Holdings, Inc., a Florida corporation, to be filed with your office effective immediately. Also enclosed please find Articles of Amendment to Articles of Incorporation on behalf of Co-Advantage Holdings II, Inc., a Florida corporation, 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
1500 BANK OF AMERICA CENTER
390 NORTH ORANGE AVENUE (ZIP 32801)
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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. Rothman Jr.
SECRETARY

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