Division of Corporations Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000036503 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

Division of Corporations

Fax Number : (850)205-0380

From:

Account Name : WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.

Account Number: 076077002775 Phone : (407)246~8692 Fax Number

: (407)423-7014

BASIC AMENDMENT

CO-ADVANTAGE HOLDINGS II, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$43.75

Electronic Filing Manua

Composate Hilling

Rublic Access Help.

Winderweedle Haines, Ward & Woolman, P.A.

ATTORNEYS AT LAW

MAIN TELEPHONE (407) 1/211-4246

Please Reply To:

Orlando Office

M. Deborah Fricke 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 he sitate to call me.

Sincerely,

M. Deborah Fricke Corporate Paralegal

:mdf encl.

(((HD4000036803 3)))

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 day of February, 2004.

CO-ADYANTAGE HOLDINGS II, INC.,

a Florida corporation

Selletary

SECRETARY OF STATE DIVISION OF CORPORATION

C:\Documents and Sathings\KSmith\hocal Sattings\Temporary Internet Files\CLK17\articles of amandment name change.wpd 1/29/04 (1:54 pm)