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FILED
SEP 21 AM 11:15
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

REPLY TO:
Winter Park

September 18, 1998

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-09/21/98-01124-006
*****87.50 *****87.50

Re: Co-Advantage Resources, Inc.

Dear Sir/Madam:

Enclosed please find the following documents pursuant to the incorporation of the above referenced corporation:

1. The executed Articles of Amendment;
2. Copy of the executed Articles of Amendment to be certified and returned; and
3. A check in the amount of \$87.50 to cover filing fee and certified copy.

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Sincerely yours,



W. Graham White

WGW/aw
Enclosures

AM
9/25

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
CO-ADVANTAGE RESOURCES, INC.

FILED
98 SEP 21 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the name of the Corporation is CO-ADVANTAGE RESOURCES, INC.; and

WHEREAS, the Corporation was incorporated pursuant to the laws of the State of Florida on March 27, 1997; and

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

1. "Article III: Capital Stock" is hereby deleted in its entirety, and the following substituted therefor:

ARTICLE III: Capital Stock

The authorized common capital stock of this Corporation shall be divided into two (2) classes as follows:

A. **Class A Voting Common.** The Corporation is authorized to issue 100,000 shares of Class A Voting Common Stock having a par value of \$10.00 per share.

B. **Class B Non-Voting Common.** The Corporation is authorized to issue 100,000 shares of Class B Non-Voting Common Stock having a par value of \$10.00 per share.

Class A Voting Common Stock and Class B Non-Voting Common Stock shall confer identical rights to the holders thereof, except for the difference in voting rights. Holders of Class A Voting Common Stock shall have the right to vote on all matters which may properly come before the Shareholders of the Corporation. Class B Non-Voting Common Stock shall not confer any voting rights on the holders thereof.

2. The above amendment shall be implemented as follows:

As of the date these Articles of Amendment are filed with the Secretary of State (the "Effective Date"), each outstanding share of the common capital stock of Corporation shall be automatically converted into one (1) share of Class A Voting Common Stock. Certificates of common stock currently issued to Shareholders shall represent the Class A Voting Common shares held by the Shareholders, and new certificates shall be issued representing the Class B Non-Voting Common shares.

3. The date of the foregoing amendment's adoption was September 10, 1998.

4. The foregoing amendment was adopted by the unanimous written consent of all Directors and all Shareholders of the Corporation.

10th IN WITNESS WHEREOF, these Articles of Amendment have been executed this day of September, 1998.

CO-ADVANTAGE RESOURCES, INC., a
Florida corporation

By 
Dayne Williams, President