

Division of Corporations

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Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

CO-ADVANTAGE RESOURCES, INC.

Certificate of Status	0
Certified Copy	1
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Amendment

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

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 November 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. Section (a) of Article III: Capital Stock is hereby deleted in its entirety, and the following substituted therefor:

"ARTICLE III: Capital Stock

(a) The authorized common capital stock of this Corporation shall be divided into three (3) classes as follows:

1. **Class A Voting Common.** The Corporation is authorized to issue 10,000,000 shares of Class A Voting Common Stock having a par value of \$0.10 per share.
2. **Class B Non-Voting Common.** The Corporation is authorized to issue 10,000,000 shares of Class B Non-Voting Common Stock having a par value of \$0.10 per share.
3. **Preferred Stock.** The Corporation is authorized to issue 5,000 shares of Preferred Stock, one cent (\$.01) par value 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 Class A Voting Common Stock of the Corporation shall be automatically converted into one hundred (100) fully paid and nonassessable common shares of Class A Voting Common Stock. The stated capital applicable to the 100 shares resulting from such reclassification and change of each such outstanding share shall, when this paragraph becomes effective, be the same as the stated capital then applicable to such outstanding share.

As of the Effective Date, each outstanding share of the Class B Non-Voting Common Stock of the Corporation shall be automatically converted into one hundred (100) fully paid and nonassessable common shares of Class B Non-Voting Common Stock. The stated capital applicable to the 100 shares resulting from such reclassification and change of each such outstanding share shall, when this paragraph becomes effective, be the same as the stated capital then applicable to such outstanding share.

3. The date of the foregoing amendment's adoption was September 11, 2000.

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


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IN WITNESS WHEREOF, these Articles of Amendment have been executed this 12th day of December, 2000.

CO-ADVANTAGE RESOURCES, INC.,
a Florida corporation

By


William H. Robbensen, Jr.
As: Secretary

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