



THE UNITED STATES  
CORPORATION  
COMPANY

P97000060818

ACCOUNT NO. : 072100000032

REFERENCE : 142542 5011226

AUTHORIZATION :

Patricia Pizot

COST LIMIT : \$ 43.75

ORDER DATE : February 22, 1999

ORDER TIME : 11:45 AM

ORDER NO. : 142542-005

700002782877--4

CUSTOMER NO: 5011226

CUSTOMER: Ms. Carrie L. Ramos  
Gray Harris & Robinson  
S.e. Bank Building, Suite 1200  
201 E. Pine Street  
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: ECOP-OP, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 FEB 22 PM 12:44

FILED

De 2/23

**Amended and Restated  
Articles of Incorporation  
of eCo-op, Inc.  
(Now known as GoCo-op, Inc.)**

**FILED**  
99 FEB 22 PM 12:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting in his capacity as the Chairman of the Board of Directors and President of GoCo-op, Inc. (the "Corporation"), a Florida corporation, on behalf of the Corporation, has executed these Amended and Restated Articles of Incorporation, as adopted by the unanimous written consent of the Board of Directors of the Corporation on February 12, 1999 and by the unanimous written consent of the shareholders of the Corporation on February 12, 1999, with the number of votes cast for the amendments herein was sufficient for approval, pursuant to 607.1006 and 607.1007.

These Amended and Restated Articles amend and restate in the entirety the Corporation's Articles of Incorporation, as filed with the Florida Department of State on July 11, 1997 and as amended on August 12, 1998.

**ARTICLE I  
NAME**

The name of the Corporation is:

GoCo-op, Inc.

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

The name of the registered agent and the street address of the registered office of the Corporation are:

Christopher G. Cogan  
696 North Maitland Avenue  
Maitland, Florida 32751.

**ARTICLE III  
NATURE OF BUSINESS**

The purpose of the Corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

## **ARTICLE IV CAPITAL STOCK**

The total authorized capital stock the Corporation may have outstanding at any one time is 5,000,000 shares. The maximum number of shares of its common stock that the Corporation is authorized to have outstanding at any one time is 4,000,000 shares, \$0.01 per share par value (the "Common Stock"). The maximum number of shares of its preferred stock that the Corporation is authorized to have outstanding at any time is 1,000,000 shares, \$ 0.01 per share par value (the "Preferred Stock"). The consideration to be paid for each share shall be fixed by the Board and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed or to be performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

Common Stock. Subject to the rights of the Corporation's Preferred Stock and except as otherwise provided by the laws of the State of Florida, the holders of record of Common Stock shall share ratably in all dividends, payable in cash, stock or otherwise, and other distributions, whether in respect of liquidation or dissolution (voluntary or involuntary) or otherwise. The holders of Common Stock shall be entitled to one vote per share of Common Stock held, with respect to all matters to be voted on by the shareholders of the Corporation.

Preferred Stock. The Board is authorized to determine and alter the rights, preferences, privileges, limitations and restrictions granted to and imposed upon the Preferred Stock and any series thereof, and to fix the number of shares and designation of any series of Preferred Stock. The Board, within the limits and restrictions stated in any resolutions of the Board originally fixing the number of shares constituting any series of Preferred Stock, may increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series.

## **ARTICLE V TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

## **ARTICLE VI PRINCIPAL ADDRESS**

The address of the principal office of the Corporation is: 696 North Maitland Avenue, Maitland, Florida 32751. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit, and it may establish branch and other offices within or without the State of Florida.

## **ARTICLE VII DIRECTORS**

The number of directors shall be determined by the Bylaws of the Corporation, but in no event shall there be fewer than one and no more than seven. Directors shall not be required to hold stock in the Corporation.

## **ARTICLE VIII TRANSACTIONS IN WHICH OFFICERS OR DIRECTORS ARE INTERESTED**

No contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any other corporation, firm, association, or other entity, in which one or more of the directors of the Corporation are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose, if:

- (a) the fact of such relationship or interest is disclosed or known to the Board or committee, which authorizes, approves, or ratifies such contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, by a vote, or ratify such contract or transaction by a vote or written consent.
- (c) the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee thereof, or the shareholders.

## **ARTICLE IX RESTRAINT ON ALIENATION OF SHARES**

The shareholders of the Corporation shall have the power to include in the Bylaws, adopted by a majority of the shareholders, any regulatory or restrictive provisions regarding the proposed sale, hypothecation, transfer, or other disposition of any of the outstanding shares of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The shareholders of the Corporation and the Corporation shall also have the power to so regulate and restrict the transferability of the outstanding shares by contract among the said shareholders or by and between the shareholders and the Corporation provided that any such contract is filed with the Board of Directors of the Corporation. The manner and form as well as the relevant terms, conditions, and details

of any such regulatory or restrictive Bylaws or contracts shall be determined by the shareholders of this Corporation; provided, however, such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be noted conspicuously upon the certificate evidencing ownership of such stock.

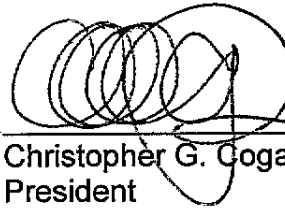
#### **ARTICLE X INDEMNIFICATION**

The Corporation is authorized to indemnify any director or officer, or any former director or officer, in the manner set forth and provided for in the bylaws of the Corporation, to the fullest extent permitted by the laws of the State of Florida.

#### **ARTICLE XI AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

**IN WITNESS WHEREOF,**

A handwritten signature in black ink, consisting of several overlapping loops and a final vertical stroke, positioned above a horizontal line.

Christopher G. Cogan,  
President

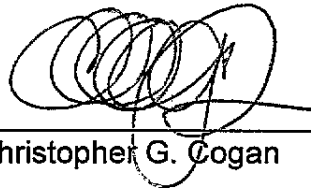
## REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That **GoCo-op, Inc.**, with its registered office at 696 North Maitland Avenue, Maitland Florida 32751, as indicated in the Amended and Restated Articles of Incorporation, has named Christopher G. Cogan located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

### ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the Corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



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Christopher G. Cogan

DATED: 2-12-99