



THE UNITED STATES  
CORPORATION  
COMPANY

P97000060818

ACCOUNT NO. : 072100000032

REFERENCE : 221277 5011226

AUTHORIZATION *Patricia Pajute*

COST LIMIT : \$ 43.75

ORDER DATE : April 28, 1999

ORDER TIME : 1:08 PM

ORDER NO. : 221277-005

500002855415--7

CUSTOMER NO: 5011226

CUSTOMER: Ms. Catherine M. Peck  
Gray Harris & Robinson  
S.e. Bank Building, Suite 1200  
201 E. Pine Street  
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: GOCO-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: Christine Lillich

EXAMINER'S INITIALS:

FILED  
99 APR 28 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*See 4/28*

ARTICLES OF AMENDMENT TO THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
GOCO-OP, INC.

The undersigned, acting in his capacity as the President of GoCo-op, Inc. (the "Corporation"), a Florida corporation, on behalf of the Corporation, has executed these Articles of Amendment to the Amended and Restated Articles of Incorporation (the "Articles of Amendment"), as unanimously approved and adopted by the Board of Directors of the Corporation in an action by written consent on April 22, 1999 and as unanimously approved the shareholders in an action by written consent on April 22, 1999.

These Articles of Amendment amend the Corporation's Amended and Restated Articles of Incorporation, as filed with the Florida Department of State on February 22, 1999. These Articles of Amendment amend the rights and preferences of the Preferred Stock of the Corporation.

ARTICLE I  
NAME

The name of the corporation is: GoCo-op, Inc.

ARTICLE II  
AMENDMENT

Article IV of the Corporation's Amended and Restated Articles of Incorporation is hereby amended in its entirety to read as follows:

ARTICLE IV  
CAPITAL STOCK

4.1 Common Stock. The aggregate number of shares of common stock which the corporation shall have authority to issue is 4,000,000, with par value of \$0.01 per share.

4.2 Preferred Stock. The aggregate number of shares of Preferred Stock which the corporation shall have authority to issue is 1,000,000, with par value of \$0.01 per share, upon such terms and conditions, including dividend preferences and conversion privileges as may be authorized by the Board of Directors of the Corporation. Of the authorized shares of Preferred Stock, 175,000 shares are hereby designated "Series A Convertible Preferred Stock," with the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this Article IV. The balance of the shares of authorized Preferred Stock may be divided into such number of series as the Board of Directors may determine. The Board of Directors is

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authorized to determine and alter the rights, preferences, privileges and restrictions granted to and imposed upon any wholly unissued series of Preferred Stock, including a preference with respect to any other series of Preferred Stock, and to fix the number of shares and designation of any such series of Preferred Stock. The Board of Directors, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, 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.

The rights, preferences, privileges, restrictions and other matter relating to the Series A Convertible Preferred Stock, (the "Series A Stock") are as follows:

(a) Dividends; Antidilution.

(i) Dividends. The holders of the outstanding Series A Stock shall be entitled to receive in any fiscal year, only when and as declared by the Board of Directors, out of any assets at the time legally available therefor, dividends in cash before any dividend of equal or lesser amount is paid on the Common Stock for such fiscal year. All dividends shall be non-cumulative, shall be at least equal to any dividends paid on the Common Stock, and shall be payable only when and if declared by the Board of Directors.

(ii) Antidilution. If, whenever shares of Series A Stock, which are convertible into shares of Common Stock, are outstanding, the Corporation increases the number of shares of Common Stock outstanding in connection with a dividend or other distribution payable in Common Stock, or shall subdivide its Common Stock into a greater number of shares of Common Stock, or shall combine its Common Stock into a smaller number of shares of Common Stock, appropriate adjustment shall be made in the conversion rate so as to make each share of such Series A Stock convertible into the same proportionate amount of Common Stock as it would have been convertible into in the absence of such dividend, subdivision or combination.

(b) Liquidation Preference.

(i) Dividends. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary or other event defined herein to constitute a Liquidation (a "Liquidation"), the holders of the Series A Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Corporation to the holders of the Common Stock by reason of their ownership thereof, an amount equal to \$2.86 per share of Series A Stock (as adjusted for any combinations, consolidations, stock distributions or stock dividends with respect to such shares) plus an amount equal to all declared but unpaid dividends, if any (as to each series, the "Preferred Amount").

(ii) Antidilution. If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A Stock shall be insufficient to permit the payment of such holders of the full Preferred Amount, then the entire assets and funds of the Corporation legally available for distribution shall be divided between the shares on a pro rata basis.

(iii) Consolidation, Merger, etc. A consolidation or merger of the Corporation with or into any other corporation or corporations, other corporate reorganization in which the Corporation is not the surviving entity (unless the shareholders of the Corporation hold more than 50% of the voting power of the surviving corporation), a transaction or series of related transactions in which in excess of 50% of the Corporation's voting power is transferred to a third party (or group of affiliated third parties) who were not previously shareholders of the Corporation, or a sale of all or substantially all of the assets of the Corporation (unless the shareholders of the Corporation hold more than 50% of the voting power of the purchasing entity), shall be deemed to be a Liquidation.

(c) Voting Rights. The holders of each share of Series A Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Series A Stock could then be converted and shall have voting rights and powers equal to the voting rights and powers of the Common Stock (except as otherwise expressly provided herein or as required by law, voting together with the Common Stock as a single class) and shall be entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Corporation. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Common Stock into which shares of Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

(d) Conversion. The holders of Series A Stock shall have conversion rights as follows (the "Conversion Rights"):

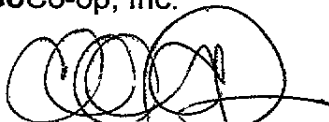
(i) Right to Convert. Each share of Series A Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into one share of fully paid and nonassessable Common Stock, subject to the proportionate adjustments set forth in Section 4.2(a)(ii).

(ii) Automatic Conversion. Each share of Series A Stock shall automatically be converted into one share of Common Stock, subject to the proportionate adjustments set forth in Section 4.2(a)(ii), immediately upon the closing of the sale of the Corporation's Common Stock in a firm commitment, underwritten public offering of Common Stock registered under the Securities Act of 1933, as amended,

other than a registration relating solely to a transaction under Rule 145 under such Act (or any successor rule thereto) or to an employee benefit plan.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 22<sup>nd</sup> day of April, 1999.

GoCo-op, Inc.

A handwritten signature in black ink, appearing to be "Cogan", written over a horizontal line.

By: Christopher G. Cogan, President

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