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August 11, 1999

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

To Whom It May Concern:

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Enclosed for filing, please find **ARTICLES OF AMENDMENT TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION**, along with a check in the amount of \$43.75 for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **ARTICLES OF AMENDMENT** for the following entity:

GOCO-OP, INC.

Document Number: P97000060818

Upon receipt, please "date-stamp" the copy of the letter provided and call Ann Cotroneo at (850) 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante

Kelly B. Plante

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TALLAHASSEE, FLORIDA

C. COULLIETTE AUG 11 1999

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 June 10, 1999 and as approved by the holders of a majority of the Company's common stock in an action by written consent on July 14, 1999. The number of votes cast by the shareholders was sufficient for approval.

These Articles of Amendment amend the Corporation's Amended and Restated Articles of Incorporation, as amended, such amendment filed with the Florida Department of State on April 28, 1999. These Articles of Amendment create non-voting common stock.

ARTICLE I
NAME

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

ARTICLE II
AMENDMENT

Section 4.1 of 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, of which 3,200,000 shares are hereby designated as Class A Voting Common Stock and of which 800,000 shares are hereby designated as Class B Non-Voting Common Stock. The Class A Voting Common Stock and the Class B Non-Voting Common Stock are hereinafter referred to collectively as the "Common Stock". The rights, preferences, privileges, restrictions and other matters relating to each class are as follows:

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(a) General Privileges. Each share of Common Stock shall be equal to every other share of Common Stock, except as otherwise provided herein or required by law.

(b) Liquidation. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of shares of Common Stock shall be entitled to receive all of the remaining assets and funds of the Corporation available for distribution to the holders of the Common Stock, divided between the shares of Common Stock on a pro rata basis.

(c) Voting Rights. The shares of Common Stock shall have the following voting rights:

(i) Each share of Class A Voting Common Stock shall entitle the holder thereof to one vote upon all matters upon which stockholders have the right to vote. Except as otherwise required by applicable law, the holders of shares of Class A Common Stock shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.


(ii) Each share of Class B Non-Voting Common Stock shall carry no right to vote for the election of directors of the Corporation and no right to vote on any matter presented to the stockholders for their vote or approval except as required by applicable law.

(d) Automatic Conversion of Class B Non-Voting Common Stock. Each share of Class B Non-Voting Common Stock shall automatically be converted into one share of Class A Voting Common Stock, immediately upon the effectiveness of a registration statement filed under the Securities Act of 1933, as amended, in connection with the public offering of the Corporation's Common Stock, 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.

(e) Dividends. The holders of the outstanding Common Stock shall be entitled to receive in any fiscal year, such dividends in cash, only when and as declared by the Board of Directors out of any assets at the time legally available therefor; provided, however, that in no event may the rate of any dividend payable on outstanding shares of any class of Common Stock be greater than the dividend rate payable on outstanding shares of the other class of Common Stock. In no event will shares of any class of Common Stock be split, divided or combined unless the outstanding shares of the other class of Common Stock shall be proportionately split, divided or combined.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 29 day of July, 1999.

GoCo-op, Inc.

By: 
Christopher G. Cogan, President / *Director*

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