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September 23, 1999

*Amended &
Restated
Articles*

Via Hand Delivery

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*****43.75 *****43.75

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

To Whom It May Concern:

Enclosed for filing, please find **ARTICLES OF AMENDMENT TO THE 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 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante
Kelly B. Plante

KBP/amc
Enclosures
GHR/CORP/GHR.233
Peck/135036-1

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*JPR
9/23/99*

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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
OF GOCO-OP, INC.**

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 September 22, 1999 pursuant to 607.1006. No shareholder approval is required pursuant to 607.602 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 February 22, 1999 and as amended on April 28, 1999, May 18, 1999 and August 11, 1999.

**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**

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:

(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.

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, 300,000 shares are hereby designated "Series A Convertible Preferred Stock," and 42,857 shares are hereby designated "Series B 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 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") and Series B Convertible Preferred Stock (the "Series B Stock") are as follows: ---

(a) Dividends: Antidilution.

(i) Dividends. The holders of the outstanding Series A Stock and Series B 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 Preferred 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 Preferred 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) Series A Stock and Series B Stock. 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 and Series B 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 and \$14.00 per share of Series B 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) Distribution of Insufficient Liquidation Assets and Funds. If upon the occurrence of such event, the assets and funds thus distributed among the holders of the Series A Stock and the Series B Stock shall be insufficient to permit the payment of such holders of the full Preferential Amount for all series of Preferred Stock, then the entire assets and funds of the Corporation legally available for distribution shall be distributed as follows:

A. For each series of Preferred Stock, multiply its Preferred Amount per share by the number of shares outstanding in that series of Preferred Stock (as to each series, the "Series Total");

B. Add the Series Totals for all series of Preferred Stock (the "Preferred Total"); and

C. Divide the Series Total for each series of Preferred Stock into the Preferred Total to determine the percentage of the total assets and funds available for distribution to each series of Preferred Stock will receive.

This percentage of the total assets and funds available for distribution in the event of a Liquidation distributed to each of the series of Preferred Stock shall be divided between the shares of that series on a pro rata basis. This distribution method will apply to any series of Preferred Stock that is *pari passu* with Series A Stock and Series B Stock.

(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), 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 Preferred Stock shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Preferred 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 and Series B Stock shall have conversion rights as follows (the "Conversion Rights"):

(i) Right to Convert. Each share of Series A Stock and Series B 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 and Series B 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 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.

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.

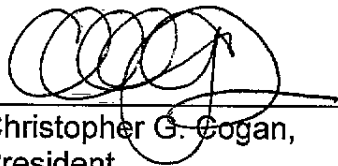
**ARTICLE X
INDEMNIFICATION**

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,



Christopher G. Cogan,
President

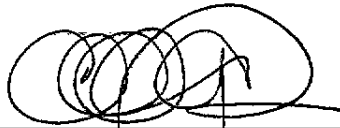
REGISTERED AGENT CERTIFICATE

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.



Christopher G. Cogan

DATED: 9.22.99

FILED
99 SEP 23 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA