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October 7, 1999

Division of Corporations  
George Firestone Building  
409 East Gaines Street  
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Via Hand Delivery

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To Whom It May Concern:

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 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

GHRCORP/GHR.241

Peck/135036-1

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

The undersigned, acting in his capacity as the Chief Executive Officer 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 September 22, 1999 and as approved by the holders of a majority of the Corporation's Series A Convertible Preferred Stock and the holders of a majority of the Corporation's common stock in an action by written consent on September 29, 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 October 6, 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

The first paragraph of Section 4.2 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

4.2 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, 322,250 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

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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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 10<sup>th</sup> day of October, 1999.

GoCo-op, Inc.

By: 

\_\_\_\_\_  
Christopher G. Cogan  
Chief Executive Officer

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