

P97000060818

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FILED
00 OCT 19 PM 3:52
MAIL ADDRESS
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KELLY B. PLANTE, ESQUIRE

October 19, 2000

Amend

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

Via Hand Delivery

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*****52.50 *****52.50

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 **\$52.50** for the applicable filing fees and fees to obtain **TWO (2) CERTIFIED COPIES** of the **ARTICLES** 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 documents are ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly B. Plante

Kelly B. Plante

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 OCT 19 PM 3:16

KBP/amc

Enclosures

GHRCORP/GHR2.294

Peck/135036-1

OR
10/19/00

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

00 OCT 19 2000
FILED
TALLAHASSEE, FLORIDA

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 adopted by the Board of Directors of the Corporation in an action by written consent on October 11th, 2000 and as approved by the holders of a majority of the Corporation's common stock on an as converted basis and the holders of a majority of the Corporation's Series B Convertible Preferred Stock in an action by written consent on October 18th, 2000. The number of votes cast by the shareholders with respect to each action was sufficient for approval.

These Articles of Amendment amend the Corporation's Amended and Restated Articles of Incorporation filed with the Florida Department of State on April 26, 2000. These Articles of Amendment increase the number of shares of Class B Non-Voting Common Stock authorized for issuance.

**ARTICLE I
NAME**

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

**ARTICLE II
AMENDMENT**

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

"FOURTH: The Corporation is authorized to issue three classes of shares of capital stock to be designated respectively Preferred Stock ("Preferred Stock"), Class A Common Stock ("Class A Common Stock") and Class B Non-Voting Common Stock ("Class B Common Stock") (collectively referred to herein as "Common Stock"). The total number of shares of capital stock that the Corporation is authorized to issue is 60,000,000 shares. The total number of shares of Preferred Stock that the Corporation is authorized to issue is 10,000,000 shares. The total number of shares of Class A Common Stock that the Corporation is authorized to issue is 47,471,657 shares. The total number of shares of Class B Common Stock that the Corporation is authorized to issue is 2,528,343 shares. The Preferred Stock, the Class A Common Stock and the Class B Common Stock each shall have par value of \$0.01 per share."

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation this 18th day of October, 2000.

GoCo-op, Inc.

By: _____

Christopher G. Cogan
Chief Executive Officer