

Sent by: GREENBERG TRAUERIG

4074205909;

01/15/03 8:49; Jan 14 2003 1/4

Division of Corporations

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P97000060818

Florida Department of State  
Division of Corporations  
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BASIC AMENDMENT

GOCO-OP, INC.

RECEIVED  
03 JAN 15 AM 8:54  
DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE  
Ken Detzner  
Secretary of State

January 14, 2003

GOCO-OP, INC.  
631 N WYMORE ROAD  
200  
MAITLAND, FL 32751

SUBJECT: GOCO-OP, INC.  
REF: P97000060818

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE AMENDED AND RESTATED ARTICLES WERE FILED ON JULY 3, 2001. PLEASE CORRECT THIS DATE THROUGHOUT THE DOCUMENT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Karen Gibson  
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FAX Aud. #: H03000018704  
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**ARTICLES OF AMENDMENT TO THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
GOCO-OP, INC.**

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03 JAN 14 PM 4:31  
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TALLAHASSEE, FLORIDA

The undersigned, acting in his capacity as the Chief Executive Officer of GoCo-op, Inc. (the "Company"), a Florida corporation, on behalf of the Company, has executed these Articles of Amendment (the "Articles of Amendment") to the Amended and Restated Articles of Incorporation of the Company, dated as of July 2, 2001 (the "Articles of Incorporation"), as adopted by the Board of Directors of the Company on January 14, 2003. These Articles of Amendment have also been approved by (i) the holders of a majority of the issued and outstanding voting stock of the Company and (ii) the holders of a majority of the Company's Series B Preferred Stock and Series C Preferred Stock, each voting separately as a class, as required by the Articles of Incorporation; all of which consents were obtained in an action by written consent pursuant to Section 607.0704 of the Florida Business Corporation Act (the "Act"), dated January 14, 2003. The number of votes cast by the shareholders with respect to such action under clauses (i) and (ii) above was sufficient for approval. Approval as a separate class by shareholders holding other classes or series of stock was not required.

These Articles of Amendment amend the Articles of Incorporation filed with the Florida Department of State on July 3, 2001. These Articles of Amendment change the Board of Directors approval requirements for certain actions in the event 1,250,000 shares of Series C Preferred Stock remain outstanding.

**ARTICLE I  
NAME**

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

**ARTICLE II  
AMENDMENT**

The first paragraph of Article Fourth, paragraph B.6.(b) of the Company's Articles of Incorporation is hereby amended in its entirety to read as follows:

"So long as 1,250,000 shares of Series C Preferred Stock remain outstanding, there shall be no more than seven (7) members of the Board of Directors of the Corporation and the Board of Directors of the Corporation shall not take, approve or otherwise ratify any of the following actions without a Super Majority consent of the directors of the Corporation (for purposes of this provision, a "Super Majority" consent is a consent requiring the affirmative vote of at least the total number of voting directors less one (e.g., if there are 6 voting directors, then 5 would be required to achieve a Super Majority) with both Invermed Directors included in the majority):"

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Amended and Restated Articles of Incorporation this 14th day of January, 2003.

GOCO-OP, INC.

By: 

David A. Dresner  
Chief Executive Officer

**Fax Audit No.: H03000018704 4**