

**P07000072666**

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**CHINA DIRECT, INC.**

|                       |         |
|-----------------------|---------|
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*Amend*  
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### Fax Cover Sheet

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| Send To:<br><b>Corporation Filings</b>                      | From:<br><b>Veronica Paez Corporate Creations</b> |
| Attention:  | Date:<br><b>9/18/08</b>                           |
| Fax Number:<br><b>(561) 694-1639</b>                        | Phone Number:<br><b>(561) 694-8107</b>            |
| Subject:<br><b>2 Amendment Filings - China Direct, Inc.</b> | Number of Pages:<br><b>3/w cover pages</b>        |

- Urgent
- Reply ASAP
- Please Comment
- Please Review
- For Your Information

Comments:

Hello, To Whom it may concern.  
 I am filing 2 amendments today for our client. The order in which they are filed is crucial!

Please file the amendment w/ fax audit # H08000218039 first.

Then please file the amendment w/ fax audit # H08000218042. Second.

If you have any questions do not hesitate to contact me.

Thanks - Veronica

P.S. The fax audit #'s are on top of both amendments to avoid confusion 😊

H08000218039

08 SEP 18 PM 3: 22

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
CHINA DIRECT, INC.**

**EFFECTIVE DATE**

9/22/08

Pursuant to Sections 607.1002 and 607.10025 of the Florida Business Corporation Act of the State of Florida (the "Act"), the undersigned, being the Chief Operating Officer of China Direct, Inc., a Florida corporation (the "Company") bearing document number P07000072666, does hereby certify the following:

1. On September 10, 2008, the Board of Directors of the Company authorized, approved and adopted a resolution authorizing the combination of the Company's common stock, \$.0001 par value per share (the "Common Shares") on a basis of one (1) share for each one-hundred (100) shares issued and outstanding immediately prior to the effectiveness of the filing of Articles of Amendment to the Articles of Incorporation (the "Reverse Split") and the filing of Articles of Amendment to the Company's Articles of Incorporation relating to the Reverse Split (the "Amendment").

2. The Amendment was adopted by the Board of Directors of the Company without shareholder action pursuant to section 607.10025(2) of the Act and shareholder action was not required.

3. The Amendment does not adversely affect the rights or preferences of the holders of any of the Company's outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the Reverse Split which exceeds the percentage of authorized shares that were unissued before the Reverse Split.

4. Only the Common Shares of the Company are subject to the Reverse Split and there are 23,553,916 pre-split Common Shares issued and outstanding. The number of authorized Common Shares is not affected by the Reverse Split. Following the Reverse Split there will be approximately 235,539 Common Shares issued and outstanding.

5. Article IV of the Company's Articles of Incorporation, as amended, shall be amended to include the following:

**One for One-Hundred Reverse Stock Split**

Upon the effective date of these Articles of Amendment, the number of issued and outstanding shares of the Company's common stock, \$.0001 par value per share (the "Common Shares"), shall be combined on the basis of one (1) share for each one-hundred (100) shares issued and outstanding immediately prior to the effectiveness of these Articles of Amendment.

6. This Amendment shall become effective on September 22, 2008.

IN WITNESS WHEREOF, the undersigned, being the Chief Operating Officer of the Company, has executed these Articles of Amendment as of September 18, 2008.

CHINA DIRECT, INC.

By: 

David Stein, Chief Operating Officer