

P00000046504

April 28, 2000

To Whom It May Concern;

EFFECTIVE DATE

05/01/00

ON CD, Inc. is trying to become incorporated. Enclosed you will find a check for \$78.75.  
If you have any questions please contact us as soon as possible.

\$35.00 Articles

\$35.00 Reg Agent

\$8.75 Certified Copy

Shirley E. Silver  
18618 Spruce Dr E  
Fort Myers, FL 33912  
941-415-2719  
osu0001@aol.com

800003235828--7  
-05/02/00--01093--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Sincerely,

Shirley E. Silver

FILED  
2000 MAY -2 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W-11599

BC 5/10

EFFECTIVE DATE

05/01/00

FILED

2000 MAY -2 AM 11: 03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ON CD, INC

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I. Name

The name of this corporation shall be ON CD, Inc.

Article II Address

The principle place of business of this Corporation shall be 18618 Spruce Dr. E , Fort Myers, FL 33912. The board of directors may from time to time move the principle business office to any other address within or outside the State of Florida, and may establish branch offices in such other place or places as may be designed by the Board of Directors.

Article III. Nature of Business

This corporation is organized for the primary purpose of engaging in the business of retail vehicle sales. In addition, this Corporation may engage in every phase of any and all activities or business permitted under the laws of the United State and the State of Florida or any other state, territory, district or possession of the United States, and all such activities or business as may be permitted in any foreign country.

Article IV. Term of Existence

The existence of this corporation shall begin May 1, 2000 and continue perpetually thereafter, unless dissolved according to Florida law.

Article V. Capital Stock

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at anyone time is one hundred (100) shares of voting common stock with a pat value of one dollar per share. Such stock shall be designated "Common Shares". The consideration to paid for each share shall be as fixed by the board of Directors, and may take the form of services rendered, cash, property, or any other form with a value, in the judgement of the Board of Directors, equivalent to or greater than the full par value of the shares.

Article VI Initial Registered Office and Agent

The name and street address of the initial Registered Agent of this Corporation shall be:

Shirley E. Silver  
18618 Spruce Dr E  
Fort Myers, FL 33912

#### Article VII Initial Board of Directors

This corporation shall have only one director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the By-Laws, but shall never be less than one. The names and street addresses of the initial directors of the corporation are as follows:

Shirley E. Silver  
18618 Spruce Dr E  
Fort Myers, FL 33912

#### Article VIII Incorporator

The name and address of the person signing these Articles of Incorporation are as follows.

Shirley E. Silver  
18618 Spruce Dr E  
Fort Myers, FL 33912

The subscriber of these Articles of Incorporation acknowledges same by his signature hereto.

#### Article IX. Directors Powers

The Board of Directors shall have the power to fix or change salaries of Directors and officers: to restrict the transfer of stock by Shareholders: to indemnify Directors, officers, employees, agents and any other persons against liabilities to the full extent permitted by law: to authorize contracts or other transactions between the Corporation and one or more of it's Directors of officers individually or businesses in which one or more of it's directors of officers hold interest: and to exercise such other powers of the Corporation as are not inconsistent with these Articles of Incorporation or with any By-Laws that may be adopted by the shareholders.

#### Article X. Preemptive Rights

Every Shareholder, upon sale for cash of any new stock of this Corporation of the same kind, class, or series as that which they already hold, shall have the right to purchase their pro-rata share thereof at the price at which it is offered to others.

  
SHIRLEY E. SILVER

Shirley E. Silver  
18618 Spruce Dr E  
Fort Myers, FL 33912

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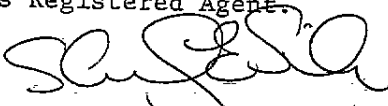
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I Shirley Silver accepts designation as Registered Agent.

  
SHIRLEY E. SILVER  
Registered Agent/ Incorporator