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National Dealers Direct, USA
L. Ponder-Mooney
2344 Bee Ridge Road
Suite #100
Sarasota FL 34239

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-09/30/99--01078--003
*****78.75 *****78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. National Dealers Direct USA, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

99 SEP 30 PM 2:58
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
FILED

- Walk in Pick up time Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
NATIONAL DEALERS DIRECT USA, INC.**

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ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of the corporation is National Dealers Direct USA, Inc., and the principle address is:

2344 Bee Ridge Road
Suite #100
Sarasota, Sarasota County, Florida 34239

ARTICLE II - REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Florida is: 2344 Bee Ridge Road, Suite #100, Sarasota, Florida 34239, in the City of Sarasota, County of Sarasota.

The name of its Registered Agent and President at such address is L. Ponder-Mooney.

ARTICLE III - PURPOSE

The purpose of the corporation is to engage in any lawful act of activity for which corporations may be organized under the General Corporation Law of the State of Florida.

ARTICLE IV - AUTHORIZED SHARES OF STOCK

The total number of shares of stock which the corporation is authorized to issue is Ten Thousand (10,000) and the par value of each such shares is ten cents (\$.10) amounting in the aggregate to One Thousand Dollars (\$1,000.00).

ARTICLE V - BOARD OF DIRECTORS

The board of directors shall manage the business and affairs of the corporation, and the directors need not be elected by ballot, unless required by the by-laws of the corporation. The names and mailing addresses of each person who is to initially serve as director until the first annual meeting of the stockholders or until a successor is elected and qualified, are as follows:

NAME
Lillie Ponder-Mooney
President

MAILING ADDRESS
2344 Bee Ridge Road
Suite #100
Sarasota, FL 34239

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is expressly authorized to adopt, amend or repeal the bylaws of the corporation.

ARTICLE VI - AMENDMENTS

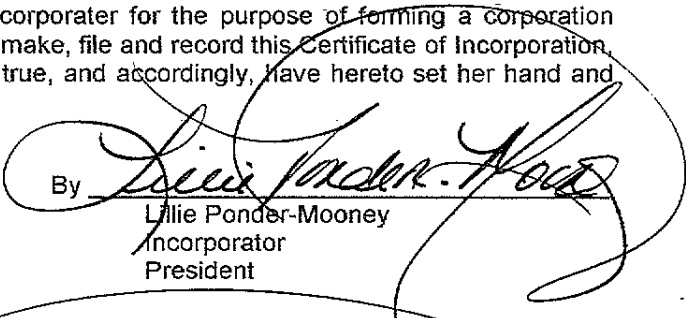
The corporation reserves the right to amend or repeal any provision contained in the Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to the reservation.

ARTICLE VII - INCORPORATOR

The Incorporator is Lillie Ponder-Mooney, whose mailing address is 2344 Bee Ridge Road, Suite #100, Sarasota, Florida 34239.

THE UNDERSIGNED, being the Incorporator for the purpose of forming a corporation under the Laws of the State of Florida, does make, file and record this Certificate of Incorporation, does certify that the facts herein stated are true, and accordingly, have hereto set her hand and seal this Tuesday, September 28, 1999.

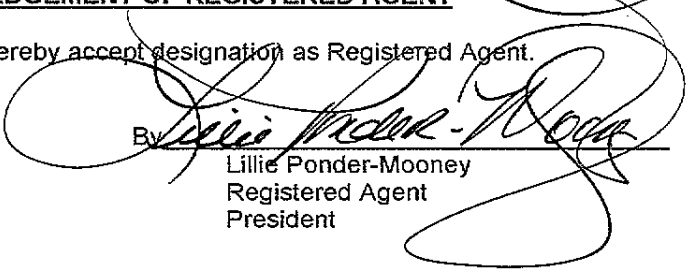
By


Lillie Ponder-Mooney
Incorporator
President

ACKNOWLEDGEMENT OF REGISTERED AGENT

I, Lillie Ponder-Mooney, do hereby accept designation as Registered Agent.

By


Lillie Ponder-Mooney
Registered Agent
President

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