

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 222-8888 • 1-800-342-8062 • Fax (850) 222-1222

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VW Direct Conn, Inc.

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****234.64 *****78.75

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| <input type="checkbox"/> | LTD Partnership File |
| <input type="checkbox"/> | Foreign Corp. File |
| <input type="checkbox"/> | L.C. File |
| <input type="checkbox"/> | Fictitious Name File |
| <input type="checkbox"/> | Trade/Service Mark |
| <input type="checkbox"/> | Merger File |
| <input type="checkbox"/> | Art. of Amend. File |
| <input type="checkbox"/> | RA Resignation |
| <input type="checkbox"/> | Dissolution / Withdrawal |
| <input type="checkbox"/> | Annual Report / Reinstatement |
| <input checked="" type="checkbox"/> | Cert. Copy |
| <input type="checkbox"/> | Photo Copy |
| <input type="checkbox"/> | Certificate of Good Standing |
| <input type="checkbox"/> | Certificate of Status |
| <input type="checkbox"/> | Certificate of Fictitious Name |
| <input type="checkbox"/> | Corp Record Search |
| <input type="checkbox"/> | Officer Search |
| <input type="checkbox"/> | Fictitious Search |
| <input type="checkbox"/> | Fictitious Owner Search |
| <input type="checkbox"/> | Vehicle Search |
| <input type="checkbox"/> | Driving Record |
| <input type="checkbox"/> | UCC 1 or 3 File |
| <input type="checkbox"/> | UCC 11 Search |
| <input type="checkbox"/> | UCC 11 Retrieval |
| <input type="checkbox"/> | Courier |

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99 NOV 29 AM 11:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
99 NOV 29 PM 2:56
DEPARTMENT OF STATE
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature _____

Requested by: LS

Name _____

11/29/99 10:07
Date Time

Walk-In _____

Will Pick Up _____

CB
11-29-99
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**ARTICLES OF INCORPORATION
OF
VWDIRECT.COM, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Business Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: VWDIRECT.COM, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
3070 N.E. 44th Street, Fort Lauderdale, Florida 33308.

ARTICLE III - CAPITALIZATION

The aggregate number of shares that the corporation shall have authority to issue is 500 shares, all of which shall be common shares with individual par value of \$1.00.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust as described in title 26 United States Code Section 1371 defining a qualified "small business corporation".

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are: LEO HILLOCK at 3070 N.E. 44th Street, Fort Lauderdale, Florida 33308.

ARTICLE V - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are: LEO HILLOCK at 3070 N.E. 44th Street, Fort Lauderdale, Florida 33308.

ARTICLE VI - CORPORATE DURATION

The corporation shall commence to be in existence upon the filing of these Articles of Incorporation by the Department of the State of Florida and the term of existence shall be perpetual.

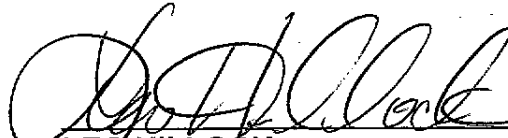
ARTICLE VII - PURPOSES

The purpose of the corporation is to engage in e-commerce and related aspects of Internet services.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, or engage in any other trade or business which can, in the opinion of the Board of Directors, be advantageously carried on in connection with or auxiliary to the foregoing business.

To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

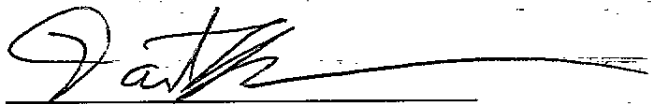
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of November, 1999.


LEO HILLOCK


STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **LEO HILLOCK** known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above named person: State of Florida Driver's License, and that an oath was not taken.

Witness my hand and official seal in the County and State last aforesaid this 23rd day of November, A.D. 1999.


Notary Public, State of Florida

My Commission Expires:

 David Kupperman
My Commission CC652155
Expires June 30, 2001


**STATE OF FLORIDA
DEPARTMENT OF STATE**

PURSUANT to the provisions of Florida Statutes Section 607.0501, **VWDIRECT.COM, INC.** a corporation organizing under the laws of the State of Florida with its principal office located at 3070 N.E. 44th Street, Fort Lauderdale, Florida, 33308, has named LEO HILLOCK as its agent to accept service of process within this State.

| NAME | TITLE | SPECIFIC ADDRESS |
|-----------------|-----------|---|
| OFFICER | | |
| LEO HILLOCK | President | 3070 N.E. 44 th Street Fort Lauderdale, Florida 33308 |
| DIRECTOR | | |
| LEO HILLOCK | Director | 3070 N.E. 44 th Street Fort Lauderdale, Florida 33308 |

CERTIFICATE OF REGISTERED AGENT ACCEPTANCE:

Having been named as Resident Agent and to accept Service of Process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


LEO HILLOCK

3070 N.E. 44th Street
Fort Lauderdale, Florida 33308

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TALLAHASSEE FLORIDA