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KRAMER, SEWELL, SOPKO & LEVENSTEIN, P.A.

ATTORNEYS AT LAW

ROBERT S. KRAMER
LAURIE RUSK SEWELL
JAMES SOPKO
Board Certified Tax Lawyer
Board Certified Wills, Trusts
and Estates Lawyer
RICHARD H. LEVENSTEIN
LINDA M. SKIPPER

2307 S.E. MONTEREY ROAD
POST OFFICE BOX 2421
STUART, FLORIDA 34995

(561) 288-0048
FAX (561) 288-0049
BOCA RATON: (561) 392-7887
e-mail KRASEWSO@gate.net

November 29, 1999

Secretary of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, FL 32301

EFFECTIVE DATE
11-29-99

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*****78.75 *****78.75

VIA UPS OVERNIGHT

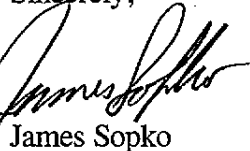
Re: Premierdealers.com, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation of Premierdealers.com, Inc. and a check in the amount of \$78.75 payable to the State of Florida. Kindly accept the enclosed for filing.

Please return a certified copy of the Articles of Incorporation to the undersigned at your convenience. Thank you for your cooperation in this matter. If you have any questions, please feel free to call.

Sincerely,


James Sopko

JS/sla

Enclosures

cc: Mr. David Lester

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PREMIERDEALERS.COM, INC.

ARTICLE I

EFFECTIVE DATE
11-29-99

NAME

The name of this corporation shall be: PREMIERDEALERS.COM, INC.

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

1) This corporation is authorized to issue One Million (1,000,000) shares of common stock. This class of stock shall have unlimited voting rights and be entitled to receive the net assets of the corporation upon its dissolution.

ARTICLE V

PRINCIPAL OFFICE

The street address of the principal office of this corporation is 853 SE Monterey Commons Boulevard, Stuart, FL 34996.

ARTICLE VI

DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than two. The names and addresses of the initial Directors of this corporation are:

David Lester
75 North Sewall's Point Road
Stuart, FL 34996

Lee Ann Lester
75 North Sewall's Point Road
Stuart, FL 34996

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

2307 SE Monterey Road
Stuart, FL 34996

The name of the initial registered agent of this corporation at that address is:

James Sopko

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these articles is:

James Sopko
Post Office Box 2421
Stuart, Florida 34995-2421

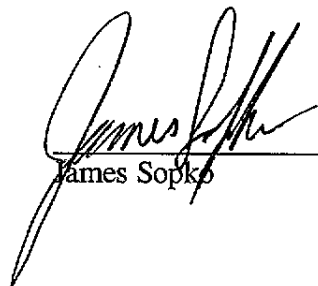
ARTICLE IX
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the shareholders and approved at a shareholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X
EFFECTIVE DATE

The effective date of this corporation is November 29, 1999.

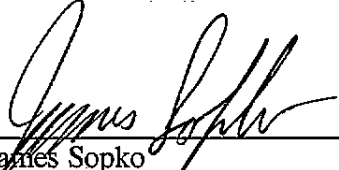
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of November, 1999.


James Sopko

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, PREMIERDEALERS.COM, INC., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 29th day of November, 1999.


James Sopko
Registered Agent

99 NOV 30 PM 12:37
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA