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((H95000008211))

TO: DIVISION OF CORPORATIONS

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

1492 W FLAGLER ST

SUITE 200

MIAMI FL 33135-

9-0000

CONTACT: RAY STORMONT

PHONE: (305) 641-3894

FAX: (305) 641-3770

((H95000008211))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TRADELINK INTERNATIONAL, INC.

FAX AUDIT NUMBER: H95000008211

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/26/1995

TIME REQUESTED: 17:35:01

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

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ACCOUNT NUMBER: 072450003265

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

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**ARTICLES OF INCORPORATION
OF
TRADELINK INTERNATIONAL, INC.**

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be **TRADELINK INTERNATIONAL, INC.**

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation and its objects and powers shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock this Corporation is authorized to have outstanding at any one time shall be 20,000,000 shares of common stock of the par value of \$.001 per share, and 5,000,000 shares of preferred stock with such rights and preferences and in such series as the Board of Directors may determine from time to time. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

PREPARED BY: Nancy Terminello, Esq.
2700 S.W. 37th Avenue
Miami, FL 33133
Tel: (305) 445-1101
Florida Bar No. 897744

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JUL 25 PM 2:29

FILED

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of this Corporation and the street address of the initial registered office is as follows:

**LOUIS J. TERMINELLO
2700 S.W. 37th Avenue
Miami, FL 33133**

ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The address of the principal office and the initial street address, in this state, of this Corporation is 4070 Laguna Street, Coral Gables, Florida 33146. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII - INITIAL DIRECTORS

The name and street address of the person signing these articles and the name and addresses of the persons who shall serve on the first Board of Directors is:

**Richard Herbst, President, Director, Chief Executive Officer
4070 Laguna Street
Coral Gables, FL 33146**

**Judith A. Jarvis, Secretary, Treasurer, Director
4070 Laguna Street
Coral Gables, FL 33146**

**George Montalván, Director
4070 Laguna Street
Coral Gables, FL 33146**

**Andrew Salisbury, Chief Operating Officer
4070 Laguna Street
Coral Gables, FL 33146**

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ARTICLE VIII - AMENDMENT

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

IN WITNESS WHEREOF, I, the incorporator above named, have herunto set my hand and seal this 25 day of July, 1995.

Judith A. Jarvis
JUDITH A. JARVIS

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 25th day of July, 1994, by JUDITH A. JARVIS, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced N/A as identification.

Nancy Terminello
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



NANCY TERMINELLO
My Comm. Exp. 1-6-96
Bonded By Service Ins. Co.
No. CC172354

H9500008211

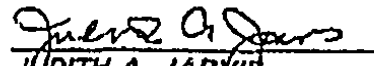
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**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Florida law the following is submitted:

TRADELINK INTERNATIONAL, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at 4070 Laguna Street, Coral Gables, FL 33146, has named **LOUIS J. TERMINELLO** as its agent to accept service of process within Florida.

DATED: 25 day of July, 1996.


JUDITH A. JARVIS

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **TRADELINK INTERNATIONAL, INC.,** at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


LOUIS J. TERMINELLO
Registered Agent

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 10/1/01 BY 60322

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FORM 1000

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data\jarvis\tradelink.art

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3070 Laguna Street • Coral Gables, FL 33146
Ph 305 446-1888 Fax 305 446-0969 e-mail latimer@aol.com

FILED
95 OCT 27 PM 9:25
SEC. 1

11/11/95

October 5, 1995

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

*Restated
Certificate*

RE: TradeLink International, Inc. (the "Company")
Restated Articles of Incorporation

Dear Sir or Madam:

On behalf of the above-referenced Company, enclosed please find for filing one original copy of the Company's Restated Articles of Incorporation. We have enclosed a check made payable to the Department of State in the amount of \$43.75, representing the \$35.00 filing fee and the fee of \$8.75 for a certificate of status.

Please forward the certificate of status to the undersigned at your earliest convenience. To further evidence your receipt of this filing, please stamp the enclosed copy of this letter and return it in the postage pre-paid envelope provided.

Thank you in advance for your assistance in this matter. Please contact me if you have any questions or comments.

Sincerely,

TRADELINK INTERNATIONAL, INC.

Judith A. Jarvis
Judith A. Jarvis
General Counsel

35.00
8.75
43.75

9/18/95
11/3/95
D24
D24
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43.75
X 00685, 00671

the check



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 13, 1995

Judith A. Jarvis
Trade Link
4070 Laguna Street
Coral Gables, FL 33146

SUBJECT: TRADELINK INTERNATIONAL, INC.
Ref. Number: P95000057780

We have received your document for TRADELINK INTERNATIONAL, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$43.75.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 395A00046449

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FILED
ALL
RESTATED ARTICLES OF INCORPORATION
OF
TRADELINK INTERNATIONAL, INC.
a Florida corporation

Pursuant to the foregoing and the provisions of applicable Florida Statutes, the undersigned adopts the following Restated Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the Corporation is TradeLink International, Inc. (the "Corporation"). The principal office address and mailing address of the Corporation is 4070 Laguna Street, Coral Gables, Florida 33146.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The Corporation is authorized to issue 20,000,000 shares of common stock, par value \$.001 per share, and 5,000,000 shares of preferred stock, par value \$.01 per share.

The preferred stock may be issued from time to time in series, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such preferred stock, adopted by the Board of Directors pursuant to the authority granted in these Restated Articles.

ARTICLE IV. REGISTERED AGENT

The initial registered agent of this Corporation and the street address of the initial registered office is as follows:

Louis J. Terminello
2700 S. W. 37th Avenue
Miami, Florida 33133

Judith A. Jarvis
Florida Bar Number 821111
4070 Laguna Street
Coral Gables, Florida 33146

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually

ARTICLE VI. OPT OUT OF §607.0901 AND §607.0902

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

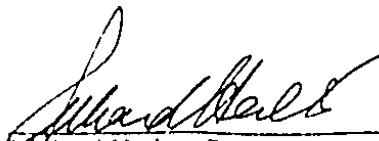
ARTICLE VII. INDEMNIFICATION

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director of the Corporation, or is or was serving at the request of the Corporation as a director of another corporation. The corporation shall also indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer of the Corporation at the same time as he is or was a director of the Corporation, or is or was serving at the request of the Corporation as an officer of another corporation at the same time as he is or was a director of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

The foregoing Restated Articles of Incorporation, which include amendments, were adopted by the Board of Directors and all of the shareholders of the Corporation on the 24th day of September, 1995, which is a sufficient number of shareholders in every voting group entitled to vote on the amendments.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation this 2nd day of October, 1995.

TRADELINK INTERNATIONAL, INC.



Richard Herbst, President

P95000057780

JUDITH A. JARVIS

Attorney at Law
4070 Laguna Street, Coral Gables, FL 33146
(305) 446-1888 • (305) 446-0069 (fax)

FILED
95 NOV 30 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 16, 1995

Florida Department of State
Division of Corporations - Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

11/16/95 11:50 AM
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*****87.50 *****87.50

Dear Sirs,

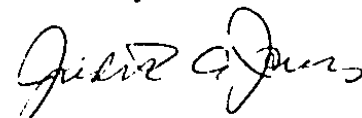
Enclosed please find Amended and Restated Articles of Incorporation for TradeLink International, Inc., a Florida corporation. Please file the attached Articles of Amendment and send a certified copy to:

TradeLink International, Inc.
Attn: Suzanne Chanetsa
4070 Laguna Street
Coral Gables, FL 33146

Attached is a check in the amount of \$87.50 for the filing fee of \$35.00 and \$52.50 for the certified copy.

If you should have any questions, I can be reached directly at (305) 446 - 1888.

Sincerely,



Judith A. Jarvis
Attorney at Law

Amended & Restated Art.

NOV 16 1995

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TRADELINK INTERNATIONAL, INC.
a Florida corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the foregoing and the provisions of applicable Florida Statutes, the undersigned adopts the following Restated Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the Corporation is TradeLink International, Inc. (the "Corporation"). The principal office address and mailing address of the Corporation is 4070 Laguna Street, Coral Gables, Florida 33146.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The Corporation is authorized to issue 50,000,000 shares of common stock, par value \$.001 per share, and 5,000,000 shares of preferred stock, par value \$.01 per share.

The preferred stock may be issued from time to time in series, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such preferred stock, adopted by the Board of Directors pursuant to the authority granted in these Restated Articles.

ARTICLE IV. REGISTERED AGENT

The initial registered agent of this Corporation and the street address of the initial registered office is as follows:

Louis J. Terminello
2700 S. W. 37th Avenue
Miami, Florida 33133

Judith A. Jarvis
Florida Bar Number 821111
4070 Laguna Street
Coral Gables, Florida 33146

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. OPT OUT OF §607.0901 AND §607.0902

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

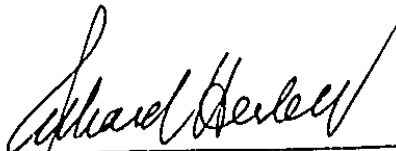
ARTICLE VII. INDEMNIFICATION

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director of the Corporation, or is or was serving at the request of the Corporation as a director of another corporation. The corporation shall also indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer of the Corporation at the same time as he is or was a director of the Corporation, or is or was serving at the request of the Corporation as an officer of another corporation at the same time as he is or was a director of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

The foregoing Amended and Restated Articles of Incorporation, which include amendments, were adopted by the Board of Directors and the holders of a majority of the outstanding common stock of the Corporation on the 14th day of November, 1995, which is a sufficient number of shareholders in every voting group entitled to vote on the amendments.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 15th day of November, 1995.

TRADELINK INTERNATIONAL, INC.



Richard Herbst, President

P. 95000057780



INTERNATIONAL, INC.
2900 Bridgeport Avenue • Suite 402 • Miami, Florida 33133
Tel: 305 446-1888 Fax: 305 446-0069

August 27, 1997

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

711, 570
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SECRET
TALLAHASSEE
200002290110-0
-09/15/97-01110-013
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find for filing Articles of Amendment to the Articles of Incorporation of TradeLink International, Inc., along with a check in the amount of \$35.00, representing the appropriate filing fee.

Please stamp a copy of this letter and return it in the postage pre-paid envelope provided.

Thank you for your anticipated assistance.

Sincerely,

TRADELINK INTERNATIONAL, INC.

Judi Jarvis
Vice President and General Counsel

UPS

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ARTICLES OF AMENDMENT
TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TRADELINK INTERNATIONAL, INC.

a Florida corporation

The following articles of amendment to the Amended and Restated Articles of Incorporation of TradeLink International, Inc., a Florida corporation, are submitted for filing pursuant to Section 607.1006 of the Florida Business Corporation Act.

1. The name of the corporation is TradeLink International, Inc.
2. The following amendment to Article I of the Amended and Restated Articles of Incorporation of the corporation was adopted by the Board of Directors of the corporation on August 25, 1997:

ARTICLE I. NAME AND ADDRESS

The name of the Corporation is Bridgeport Communications, Inc. (the "Corporation"). The principal office address and mailing address of the Corporation is 6191 Orange Drive, Suite 6171, Ft. Lauderdale, Florida 33314.

3. This amendment was adopted on August 25, 1997.
4. This amendment was approved by the holders of 5,435,319 share of the corporation's common stock, representing a majority of the shareholders entitled to vote on this amendment; only one group of shareholders was entitled to vote on this amendment; and the number of votes cast for this amendment was sufficient for approval by the only voting group.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 27th day of August, 1997.

TRADELINK INTERNATIONAL, INC.



Richard Herbst, President

Judith A. Jarvis
Florida Bar Number 821111
6191 Orange Drive, Suite 6171
Ft. Lauderdale, FL 33314

**UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF TRADELINK INTERNATIONAL, INC.**

The undersigned, being all of the members of the Board of Directors of TradeLink International, Inc., a Florida corporation (the "Company"), do hereby approve the following resolutions as of the 25th day of August, 1997 pursuant to the Florida Business Corporation Act:

BE IT RESOLVED THAT, the Amended and Restated Articles of Incorporation of the Company be amended as follows:

ARTICLE I. NAME AND ADDRESS

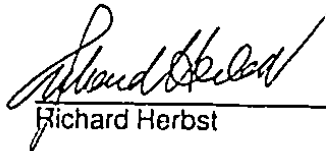
The name of the Corporation is Bridgeport Communications, Inc. (the "Corporation"). The principal office address and mailing address of the Corporation is 6191 Orange Drive, Suite 6171, Ft. Lauderdale, Florida 33314.

BE IT FURTHER RESOLVED THAT, the officers of the Company shall determine the effective date of each of these resolutions as they see fit and appropriate; and

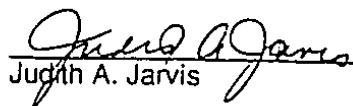
BE IT FURTHER RESOLVED THAT, the Company's trading symbol on the over-the-counter bulletin board of the National Association of Securities Dealers, Inc., be changed to better reflect the Company's new name, such symbol to be determined by the officers of the Company; and

BE IT FURTHER RESOLVED THAT, the officers of the Company be and hereby are authorized to take all appropriate actions and to direct the Corporation's officers to execute all appropriate documents and make such filings as are necessary to give effect to the foregoing resolutions.

The foregoing written consent in lieu of meeting was executed as of the 25th day of August 1997.


Richard Herbst


Jesse Bishop


Judith A. Jarvis

**WRITTEN CONSENT OF THE
HOLDERS OF A MAJORITY OF THE OUTSTANDING
CAPITAL STOCK OF TRADELINK INTERNATIONAL, INC.**

The undersigned, being the holders of a majority of the outstanding capital stock of TradeLink International, Inc., a Florida corporation (the "Company"), do hereby approve the following resolutions as of the 25th day of August, 1997 pursuant to the Florida Business Corporation Act:

BE IT RESOLVED THAT, the Amended and Restated Articles of Incorporation of the Company be amended as follows:

ARTICLE I. NAME AND ADDRESS


The name of the Corporation is Bridgeport Communications, Inc. (the "Corporation"). The principal office address and mailing address of the Corporation is 6191 Orange Drive, Suite 6171, Ft. Lauderdale, Florida 33314.


BE IT FURTHER RESOLVED THAT, the Board of Directors of the Company shall determine the effective date of each of these resolutions as they see fit and appropriate; and

BE IT FURTHER RESOLVED THAT, the Company's trading symbol on the over-the-counter bulletin board of the National Association of Securities Dealers, Inc., be changed to better reflect the Company's new name, such symbol to be determined by the Board of Directors; and

BE IT FURTHER RESOLVED THAT, the members of the Board of Directors of the Company be and hereby are authorized to take all appropriate actions and to direct the Corporation's officers to execute all appropriate documents and make such filings as are necessary to give effect to the foregoing resolutions.

The foregoing written consent in lieu of meeting was executed as of the 25th day of August 1997.


Richard Herbst
Record Owner of 4,215,996 Shares
of Common Stock of TradeLink
International, Inc., representing
46.40% of the outstanding capital
stock of TradeLink International, Inc.


Judith A. Jarvis
Record Owner of 4,219,323 Shares
of Common Stock of TradeLink
International, Inc., representing
13.42% of the outstanding capital
stock of TradeLink International, Inc.