

PA7000082821

PHILLIPS & HADDAN LLP

Attorneys at Law
4675 MacArthur Court, Suite 710
Newport Beach, California 92660
(714) 752-6100
Facsimile (714) 752-6161

FILED

97 SEP 23 PM 3:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 22, 1997

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

100002301451--6
-09/23/97--01092--011
****122.50 ****122.50

Re: Tradelink International Corp.

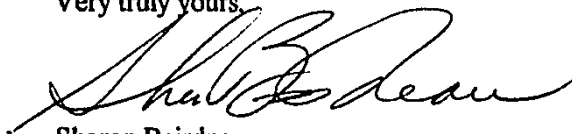
Ladies and Gentlemen:

Enclosed are the original and two copies of Articles of Incorporation for the above-referenced entity. Also enclosed is our check No. 1017 in the amount of \$122.50 to cover the filing fees.

Please file the original Articles, conform the two copies with the filing date and return the copies to us in the enclosed Federal Express envelope.

Thank you for your assistance in this matter.

Very truly yours,



Sharon Beirdneau
Secretary for Robert J. Zepfel

Enclosures

R. Hall 1 SEP 24 1997

ARTICLES OF INCORPORATION
OF
TRADELINK INTERNATIONAL CORP.

FILED

SEP 23 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. NAME

The name of this corporation is Tradelink International Corp. (the "Corporation").

ARTICLE II. - ADDRESS

The principal business address and mailing address of the Corporation is:

15870 Southwest 80th Lane
Miami, Florida 33193

ARTICLE III. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1,000,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV. - INITIAL REGISTERED OFFICE AND AGENT

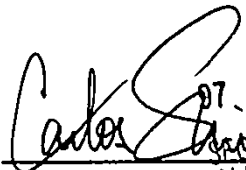
The initial registered office of this Corporation shall be at 15870 Southwest 80th Lane, Miami, Florida 33193 and the initial Registered Agent of this Corporation at such office shall be Carlos A. Smith.

ARTICLE V. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Carlos A. Smith, 15870 Southwest 80th Lane, Miami, Florida 33193.

IN WITNESS WHEREOF, the undersigned has executed these Articles

of Incorporation on September 22, 1997.

 FILED
07 SEP 23 PM 3:01
SECRETARY OF STATE
CARLOS A. SMITH
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

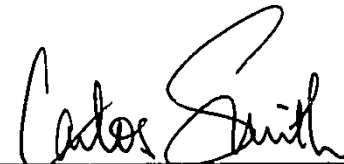
1. The name of the Corporation is:

Tradelink International Corp..

2. The name and address of the Registered Agent and the registered office is: Carlos A. Smith, 15870 Southwest 80th Lane, Miami, Florida 33193.

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the Registered Agent of Tradelink International Corp., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the Registered Agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of Registered Agent for the Corporation.

Date: September 22, 1997



Carlos A. Smith