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To:

Division of Corporations
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Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT CORPORATION OR P.A.

BRIDGEPORT INTERNATIONAL CORP.

Certificate of Status	0
Certified Copy	1
Page Count	05
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ARTICLES OF INCORPORATION
OF
BRIDGEPORT INTERNATIONAL CORP.

ARTICLE I - NAME

The name of this corporation is BRIDGEPORT INTERNATIONAL CORP.

ARTICLE II - DURATION

The period of its duration shall be perpetual.

ARTICLE III - PURPOSE

The purpose is to engage in any activity or business permitted
under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 3000 shares, all of one class,
at \$1.00 per share value.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and office
of this corporation is as follows:

Stuart J. Edelman, Esq.
1320 S. Dixie Highway
Suite 450
Coral Gables, FL 33146

Prepared by Stuart J. Edelman, Esq.
1320 S. Dixie Highway, Suite 450
Coral Gables, FL 33146
(305) 669-8181
FL Bar No: 104023

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TALLAHASSEE, FLORIDA

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The corporate address is:
1320 S. Dixie Highway, Suite 450
Coral Gables, FL 33146

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

Amparo Lopez, 9729 Hammocks Blvd., Apt. 206, Miami, FL 33196
Luigi A. Figueredo, 1320 S. Dixie Hwy, Suite 450,
Coral Gables, FL 33146
Stuart J. Edelman, Esq., 1320 S. Dixie Hwy, Suite 450,
Coral Gables, FL 33146

ARTICLE VII - INCORPORATOR

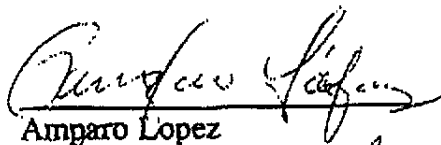
The name and address of the Incorporators signing these
Articles of Incorporation are:

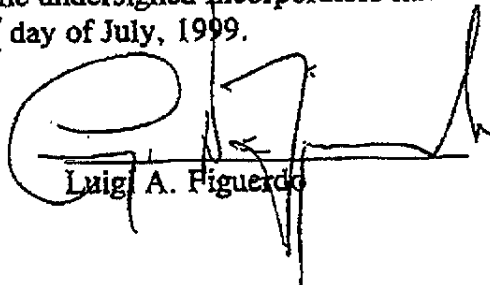
Amparo Lopez, 9729 Hammocks Blvd., Apt. 206, Miami, FL 33196
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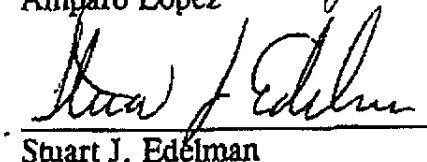
ARTICLE VIII - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these
Articles of Incorporation this 20th day of July, 1999.


Amparo Lopez


Luigi A. Figueredo


Stuart J. Edelman

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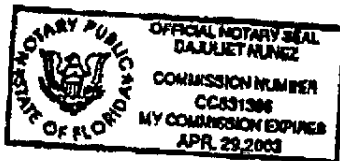
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STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared, AMPARO LOPEZ, LUIGI A. FIGUEREDO AND STUART J. EDELMAN, to me known to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged to and before me that they executed such instrument.

The foregoing instrument was acknowledged before me this 20th day of July, 1999, by Amparo Lopez, Luigi A. Figueredo and Stuart J. Edelman who are personally known to me or who have produced driver license numbers C12C-000-52-744-0 F263-521-61-4160 and _____ respectively as identification and who did not take an oath.

(SEAL)



My Commission Expires:

Dajuliet Nunez
NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

Dajuliet Nunez
Print Name

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT BRIDGEPORT INTERNATIONAL CORP., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT MIAMI, FLORIDA, HEREBY
NAMES, STUART J. EDELMAN, ESQ. LOCATED AT 1320 S. DIXIE HIGHWAY,
SUITE 450, CORAL GABLES, FLORIDA 33146 AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

DATE:

July 20, 1999

Stuart J. Edelman
Stuart J. Edelman, Esq.,
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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