

Law Offices

HOLLAND & KNIGHT LLP

701 Brickell Avenue, Suite 3000
P.O. Box 015441 (ZIP 33101-5441)
Miami, Florida 33131

305-374-8500
FAX 305-789-7799
www.hklaw.com

M71129

Atlanta	Northern Virginia
Boston	Orlando
Bradenton	Providence
Chicago	St. Petersburg
Fort Lauderdale	San Antonio
Jacksonville	San Francisco
Lakeland	Seattle
Los Angeles	Tallahassee
Melbourne	Tampa
Miami	Washington, D.C.
New York	West Palm Beach

International Offices:

Buenos Aires*	Tel Aviv*
Mexico City	Tokyo

*Representative Offices

December 20, 2000

KENNETH D. KOSSOW
305-789-7744

Via Federal Express Delivery

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

Re: Topp, Inc.

To Whom It May Concern:

Enclosed for filing, please find:

1. Amended and Restated Articles of Incorporation for Topp, Inc.
2. Check in the amount of \$43.75 (filing fee and fee for certified copy of articles).
3. Self-addressed stamped envelope.

Kindly return a certified copy of the articles once filed. Thank you and best regards.

Very truly yours,

K. Kossow
HOLLAND & KNIGHT LLP

Kenneth D. Kossow

Encl.

MIA1 #996167 v1

*Amend + Restate Arts
1-4-01
AKS*

300002511113--4
--12/22/00--01016--004
****131.25 *****43.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 21 PM 2:55

FILED

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF TOPP, INC.**

The undersigned, pursuant to the provisions of Florida Statutes Sections 607.1006, 607.1007, 607.0704 and 607.0821 of the Florida Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation of **TOPP, INC.**, a corporation duly organized and existing under the laws of the State of Florida as filed with the Florida Department of State on February 23, 1988, and amended on October 17, 1997 (the "Corporation"), and confirms that such Amended and Restated Articles of Incorporation were duly adopted by Written Consent of the Board of Directors and all of the Shareholders of the corporation on December 20, 2000:

ARTICLE I. NAME

The name of the corporation is **TOPP, INC.**

ARTICLE II. ADDRESS

The mailing address of the corporation is 3055 N.W. 84th Avenue, Miami, Florida

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon the filing of these articles of incorporation.

ARTICLE IV. PURPOSE

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

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 5,000 shares of common stock having \$1.00 par value per share.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 3055 N.W. 84th Avenue, Miami, Florida 33122 and the name of the corporation's registered agent at that address is Odalys Kuck.

ARTICLE VII. BYLAWS

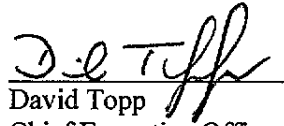
The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

FILED
00 DEC 21 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

These Amended and Restated Articles of Incorporation of the corporation are hereby executed this 20th day of December, 2000.



David Topp
Chief Executive Officer

MIA1 #961368 v1