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December 12, 2000

KENNETH D. KOSSOW
305-789-7744

Via Federal Express Delivery

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

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*****70.00 *****70.00

Re: Topp Consulting and Design, Inc.

To Whom It May Concern::

Enclosed for filing, please find:

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*****8.75 *****8.75

1. Articles of Incorporation for Topp Consulting and Design, Inc.
2. Certificate Designating Place of Business or Domicile for the Service of Process within this State, Naming Agent Upon Whom Process May be Served
3. Check in the amount of \$78.75 (filing fee and fee for certified copy of articles).
4. Self-addressed stamped envelop.

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

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TALLAHASSEE, FLORIDA

R. CHESSON

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ARTICLES OF INCORPORATION

OF

TOPP CONSULTING AND DESIGN, INC.

The undersigned, acting as incorporator of TOPP CONSULTING AND DESIGN, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is TOPP CONSULTING AND DESIGN, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is 3055 N.W. 84th Avenue, Miami, Florida 33122.

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 total number of shares of all classes of capital stock of the Corporation which the Corporation shall have the authority to issue is 2,000, of which 1,000 shares having a par value of \$.01 per share shall be designated as Class A Common Stock, and 1,000 shares having a par value of \$.01 per share shall be designated as Class B Common Stock.

The Class A Common Stock and Class B Common Stock shall be identical in all respects except that each share of Class A Common Stock shall be entitled to one vote on each matter submitted to a vote of the shareholders of the Corporation, while each share of Class B Common Stock shall not be entitled to vote on any matter submitted to a vote of the shareholders of the Corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

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

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are Kenneth D. Kossow, Holland & Knight LLP, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of

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directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.


ARTICLE VIII. 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.

ARTICLE IX. 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.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 11th day of December, 2000.



Kenneth D. Kossow
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE. NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.


Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That TOPP CONSULTING AND DESIGN, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 3055 N.W. 84th Avenue, Miami, Florida 33122 has named Odalys Kuck as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 11th day of December, 2000.


Odalys Kuck

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