

Law Offices

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December 20, 2000

KENNETH D. KOSSOW  
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**Via Federal Express Delivery**

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

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\*\*\*\*\*131.25 \*\*\*\*\*43.75

Re: Topp Investments, Inc.

To Whom It May Concern::

Enclosed for filing, please find:

1. Amended and Restated Articles of Incorporation for Topp Investments, 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,

*Kenneth D. Kossow*  
HOLLAND & KNIGHT LLP

Kenneth D. Kossow

Encl.

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

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

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF TOPP INVESTMENTS, 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 INVESTMENTS, INC.**, a corporation duly organized and existing under the laws of the State of Florida as filed with the Florida Department of State on November 18, 1994, and amended on August 26, 1996 (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 INVESTMENTS, INC.**

ARTICLE II. ADDRESS

The mailing address of the corporation is 3055 N.W. 84<sup>th</sup> 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 maximum number of shares that the corporation is authorized to have outstanding at any time is 5,000 shares of voting common stock having a par value of \$.01 per share and 5,000 shares of non-voting common stock having a par value of \$.01 per share.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 3055 N.W. 84<sup>th</sup> 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.

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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 20<sup>th</sup> day of December, 2000.

  
\_\_\_\_\_  
David Topp  
President

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