

P96000025453

D. HAY STREET  
TALLAHASSEE, FL 32301  
904-222-9171

800-322-8886

FILED



96 MAR 21 AM 9:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 090040 4303929

AUTHORIZATION :

*Patricia Pizots*

COST LIMIT : \$ 122.50

RECEIVED  
96 MAR 21 AM 10:  
DIVISION OF CORPORATE

ORDER DATE : March 21, 1996

ORDER TIME : 9:44 AM

ORDER NO. : 090040

000001752453

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAUBIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: TOPP TELECOM, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS: \_\_\_\_\_

3-21-96  
KH

ARTICLES OF INCORPORATION

OF

TOPP TELECOM, INC.

FILED

96 MAR 21 AM 9:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is TOPP TELECOM, INC., (hereinafter called the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 8280 N.W. 27 Avenue, Suite 506, Miami, Florida 33122.

**ARTICLE III**

This Corporation shall have authority to issue Ten Thousand (10,000) shares of Common Stock having a par value of \$0.01 per share.

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 8280 N.W. 27 Avenue, Suite 506, City of Miami, County of Dade, State of Florida 33122, and the name of its initial registered agent at such office is Mark Topp.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and

address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

David Topp  
8280 N.W. 27 Avenue  
Suite 508  
Miami, Florida 33122

#### **ARTICLE VII**

The name of the Incorporator is Rebecca R. Orand and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

#### **ARTICLE VIII**

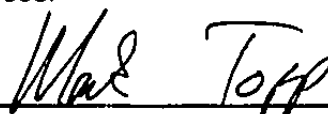
This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

**IN WITNESS WHEREOF**, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 20th day of March, 1996.

  
\_\_\_\_\_  
Rebecca R. Orand - Incorporator

#### **ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of TOPP TELECOM, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
\_\_\_\_\_  
Mark Topp - Registered Agent

Dated: March 20, 1996

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
(904) 222-0100  
(904) 222-0101 FAX

800-342-8086

P96000025453



ACCOUNT NO. : 072100000032

REFERENCE : 950788-4302929

AUTHORIZATION :

COST LIMIT : \$ 87.50

FILED  
96 MAY 13 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : May 13, 1996

ORDER TIME : 9:46 AM

ORDER NO. : 950788

200001818972

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein  
Greenberg Traurig Hoffman  
20th Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

Amend

DOMESTIC AMENDMENT FILING

NAME: TOPP TELECOM, INC.

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

NAME	TOPP TELECOM, INC.
Availability	6/13/96
Consent Examiner	ADDY
Update Verifier	ADDY
Acknowledgement	ADDY
W.P. Verifier	ADDY

RECEIVED  
96 MAY 13 AM 11:13  
DIVISION OF CORPORATION

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
96 MAY 13 PM 1:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned being the President of the Corporation, has executed these Articles of Amendment to Articles of Incorporation of Topp Telecom, Inc. this 10 day of May, 1996.

TOPP TELECOM, INC.,  
a Florida corporation

BY: Die Tff  
David Topp, President

6/17/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

3:25 PM

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((H970000099766))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: GREENBERG, TRAUIG, HOFFMAN, ET AL.  
CONTACT: ELIZABETH C GALVIN  
PHONE: (305)789-5449

ACCT#: 076077001461

FAX #: (305)579-0717

NAME: TOPP TELECOM, INC.

AUDIT NUMBER.....H97000009976

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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97 JUN 18 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JUN 17 PM 4:04  
FLORIDA DIVISION OF CORPORATIONS

Amendment

6-18-97

DC.

H97000009976

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
TOPP TELECOM, INC.**

FILED  
JUN 18 AM 9:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Incorporation:

1. The name of the corporation is **TOPP TELECOM, INC.** (the "Corporation"), **Charter #P96000025453**, filed on March 21, 1996.

2. The following Amendment to the Articles of Incorporation was adopted by the Unanimous Written Consent of the Board of Directors and Stockholders of the Corporation, on June 17, 1997:

**RESOLVED**, that Article III of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

**ARTICLE III**

The total number of shares of all classes which this Corporation shall have the authority to issue is Ten Million (10,000,000) shares of common stock ("Common Stock"), \$.01 par value per share, of which Five Million (5,000,000) shares shall be voting Common Stock ("Class A Common Stock") and Five Million (5,000,000) shares shall be non-voting Common Stock ("Class B Common Stock"). Such shares of Common Stock are sometime hereinafter collectively referred to as the "Capital Stock."

The holders of Class A Common Stock and Class B Common Stock shall have identical rights with respect to (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of the Class B Common Stock shall not be entitled to vote on matters affecting the Corporation (except as otherwise required by the Florida Business Corporation Act).

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

This document was prepared by Rebecca Orand (Florida Bar Number 0710032), 1221 Brickell Avenue, Suite 2200, Miami, Florida 33131.

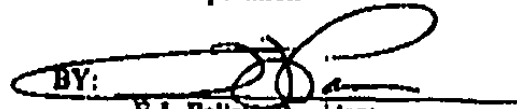
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**IN WITNESS WHEREOF**, the undersigned being the President of the Corporation, has executed these Articles of Amendment to Articles of Incorporation of Topp Telecom, Inc. This 17<sup>th</sup> day of June, 1997.

**TOPP TELECOM, INC.**  
A Florida corporation

BY:   
P.J. Pollak, President

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