

6/17/97

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TO: DIVISION OF CORPORATIONS

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NAME: TOPP TELECOM, INC.

AUDIT NUMBER.....H97000009976

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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Amendment

6-18-97

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

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.

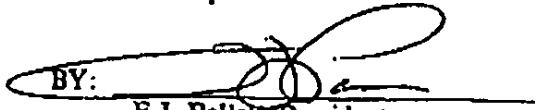
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**IN WITNESS WHEREOF**, the undersigned being the President of the Corporation, has executed these Articles of Ammendment to Articles of Incorporation of Topp Telecom, Inc. This 17<sup>th</sup> day of June, 1997.

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

BY:   
F.J. Pollak, President

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