

P96000025453

103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT:

CINDY HICKS

DATE:

3-4-99

REF. #:

0150

CORP. NAME:

Topp Telecom, Inc

4000002794254--5
-03/04/99--01043--024
*****43.75 *****43.75

() ARTICLES OF INCORPORATION

(X) ARTICLES OF AMENDMENT

() ARTICLES OF DISSOLUTION

() ANNUAL REPORT

() TRADEMARK/SERVICE MARK

() FICTITIOUS N.

() CERT. OF AUTHORITY

() LIMITED PARTNERSHIP

() LIMITED LIAB

() REINSTATEMENT

() MERGER

() WITHDRAWAL

() CERTIFICATE OF CANCELLATION () UCC-1

() UCC-3

() OTHER:

FILED
99 MAR -4 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 4417 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

RECEIVED
99 MAR -4 AM 11:11
DIVISION OF CORPORATION

PLEASE RETURN:

(X) CERTIFIED COPY

() CERTIFICATE OF STATUS

() PLAIN STAMPED COPY

Examiner's Initials

Joe 3/11

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 5, 1999

CCRS

TALLAHASSEE, FL

SUBJECT: TOPP TELECOM, INC.
Ref. Number: P96000025453

We have received your document for TOPP TELECOM, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 599A00010292

RECEIVED
99 MAR 11 AM 10:02
DIVISION OF CORPORATION

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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

**Original Articles of Incorporation
filed with the Florida Department of State
on March 21, 1996**

FILED
99 MAR -4 PM 12:08
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 8390 N.W. 25Th Street, Miami, Florida 33122.

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 sometimes 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). Each share of Class B Common Stock is convertible, at any time and from time to time, and without payment of additional consideration by the holder into one fully paid and nonassessable share of Class A Common Stock at the option of a holder thereof. upon the exercise of such option by any holder of Class B Common Stock, all Class B Common Stock immediately converts into Class A Common Stock, without further action by any holder of Class B Common Stock.

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 10 percent of all votes entitled to be cast 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 registered office is 8390 N.W. 25th Street, City of Miami, County of Dade, State of Florida 33122 and the name of its registered agent at such office is Amnon Carr.

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.

ARTICLE VII

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 has executed these Amended and Restated Articles of Incorporation this 12th day of February, 1999.


F. J. Pollak, President

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.

A handwritten signature in black ink, appearing to read 'Amnon Carr', written over a horizontal line.

Amnon Carr

Dated: February 12, 1999

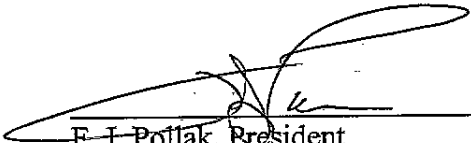
**CERTIFICATE
OF
THE PRESIDENT
OF
TOPP TELECOM, INC.**

Pursuant to the provisions of §607.1007(4) of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of TOPP TELECOM, INC. (the "Corporation") attached hereto contain an amendment to the Corporation's Articles of Incorporation that requires shareholder approval.

(b) The Corporation has more than one class of capital stock outstanding and the amendment set forth in the Corporation's Amended and Restated Articles of Incorporation was adopted by the shareholders of the Corporation, the number of votes cast being sufficient for approval, by written consent on the 12th day of February, 1999, pursuant to §607.0704 of the Florida Business Corporation Act.

TOPP TELECOM, INC.



F. J. Pollak, President