

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

P96000025453

FILED  
OCT 27 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 10/27/99

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-10/27/99--01030--021  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

REF. #: 050.8842

CORP. NAME: Topp Telecom, Inc.

Amended &  
Restated

- |                                                      |                                                           |                                                  |
|------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK           | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP              | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input type="checkbox"/> MERGER                           | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1                            | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER:                      |                                                           |                                                  |

STATE FEES PREPAID WITH CHECK# \_\_\_\_\_ FOR \$ 43

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

RECEIVED  
99 OCT 27 AM 10:27  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |                                                    |                                                       |                                             |
|----------------------------------------------------|-------------------------------------------------------|---------------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |                                                       |                                             |

DR  
Examiner's Initials  
10/27/99

DR

**SECOND  
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 OCT 27 AM 11:39  
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. 25<sup>th</sup> Street, Miami, Florida 33122.

**ARTICLE III**

The total number of shares which this Corporation shall have the authority to issue is One Hundred Million (100,000,000) shares of Common Stock ("Common Stock"), \$.01 par value per share, all of which shares shall be voting 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. 25<sup>th</sup> Street, City of Miami, County of Dade, State of Florida 33122 and the name of its registered agent at such office is Richard B. Salzman.


## **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 Second Amended and Restated Articles of Incorporation this 10<sup>th</sup> day of September, 1999.

A handwritten signature in dark ink, appearing to be 'F. J. Pollak', written over a horizontal line.

F. J. Pollak  
Chief Executive Officer

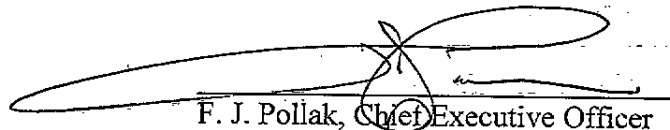
**CERTIFICATE**  
**OF**  
**THE CHIEF EXECUTIVE OFFICER**  
**OF**  
**TOPP TELECOM, INC.**

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.

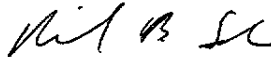
(b) The Corporation has increased the outstanding common stock and the amendment set forth in the Corporation's Amended and Restated Articles of Incorporation was adopted by the shareholders of the Corporation, the number of votes cast being sufficient for approval, by written consent on the 10<sup>th</sup> day of September, 1999, pursuant to §607.0704 of the Florida Business Corporation Act.

TOPP TELECOM, INC.

  
F. J. Pollak, Chief Executive Officer

**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.

  
Richard B. Salzman

Dated: September 27, 1999

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