

PA8000072877



ACCOUNT NO. : 072100000032

REFERENCE : 934220 4303929

AUTHORIZATION : *Patricia Pizots*

COST LIMIT : \$ 122.50

ORDER DATE : August 20, 1998

ORDER TIME : 10:10 AM

ORDER NO. : 934220-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein
GREENBERG TRAUIG

1221 Brickell Avenue
20th Floor
Miami, FL 33131

700002620787--1

DOMESTIC FILING

NAME: TOPP COMM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (1) CERTIFIED COPY
XX (1) PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

18 AUG 20 AM 10:41

RECEIVED

8/20/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 20 PM 12:38

ARTICLES OF INCORPORATION
OF
TOPP COMM, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 20 PM 12:38

ARTICLE I

The name of the corporation is TOPP COMM, 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

This Corporation shall have authority to issue Twenty Million (20,000,000) shares of Common Stock having a par value of \$0.001 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 shares 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 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

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 three, and the names of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified is:

B. Martin Atkins
David Topp
F.J. Pollack
Amnon Carr

ARTICLE VII

The name of the Incorporator is Stacey L. Swaye 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 19th day of August, 1998.



Stacey L. Swaye - Incorporator

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98 AUG 20 PM 12: 38

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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



Corporation Service Company - Registered Agent

Dated: 8/20, 1998

Karen B. Rozar, Asst. Sec.
Corporation Service Company