

P98000081215



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 966492 4303929

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 18 PM 2:14

ORDER DATE : September 18, 1998

ORDER TIME : 10:13 AM

ORDER NO. : 966492-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie Johnson
GREENBERG TRAUIG

000002643200--5

1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: TOPP TELECOM INTERNATIONAL,
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:

RECEIVED
98 SEP 18 AM 11:28
DIVISION OF CORPORATIONS
[Signature]

ARTICLES OF INCORPORATION
OF
TOPP TELECOM INTERNATIONAL, INC.

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ARTICLE I

The name of the corporation is TOPP TELECOM INTERNATIONAL, INC. (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 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 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 five (5), and the names of the members of the initial Board of Directors, who are to serve as the Corporation's directors until successors are duly elected and qualified are:

Jaime Topp
David Topp
F.J. Pollak
Daniel T. Bogar
Amnon Carr

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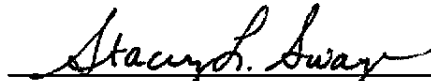
ARTICLE VII

The name of the Incorporator is Stacey L. Swaye and the address of the Incorporator is 1221 Brickell Avenue, 22nd floor, 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 1st day of September, 1998.


Stacey L. Swaye, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of TOPP TELECOM INTERNATIONAL, 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


Agent for the Registered Agent

Dated: September 18, 1998

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