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PRESTIGE HOLDING
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 078415 1024B

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 9, 1996

ORDER TIME : 10:08 AM

ORDER NO. : 078415

CUSTOMER NO: 1024B

CUSTOMER: Ms. Linda Parzygnat
ALLEY MAASS ROGERS & LINDSAY,
P.A.
Suite 404
1600 S.e. 17th Street
Fort Lauderdale, FL 33316

DOMESTIC FILING

500001942155
-09/09/96--01030--004
****122.50 ****122.50

NAME: TOP DOLLAR CHARTERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

9/9/96

RECEIVED
96 SEP -9 AM 11:31
DIVISION OF CORPORATION

EFFECTIVE DATE
9/16/96
ARTICLES OF INCORPORATION
OF
TOP DOLLAR CHARTERS, INC.

FILED
CLERK OF STATE
CORPORATIONS
96 SEP -9 PM 1:25

Article I - Name

The name of this corporation is Top Dollar Charters, Inc.

Article II - Duration

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 10,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Principal Office; Mailing Address

The mailing address of this corporation is c/o Scott Brothers Investment Corp., 300 Lock Road, Deerfield Beach, FL 33442.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Alley, Mauss, Rogers & Lindsay, P.A., 1600 SE 17th Street, Suite 404, Fort Lauderdale, FL 33316, and the name of the initial registered agent of this corporation at that address is Kurt E. Bosshardt, Esq.

Article VIII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial director of this corporation is Joe Scott, Jr., #19 Squires Lane, Huntleigh, MO 63131.

Article IX - Incorporator

The name and address of the person signing these Articles is Kurt E. Bosshardt, Esq., Alley, Mauss, Rogers & Lindsay, P.A., 1600 SE 17th Street, Suite 404, Fort Lauderdale, FL 33316.

Article X - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

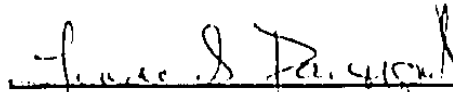
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 6 day of September, 1996.



KURT E. BOSSHARDT

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 6th day of September, 1996,
by Kurt E. Bosshardt.


Notary Public

 LINDA A. PARZYGNAT
My Commission CC332463
Expires Nov. 28, 1997
(Print, Type or Stamp Commission Number and Name of Notary Public)
800-422-1855

Personally Known ✓ OR Produced Identification
Type of Identification Produced _____

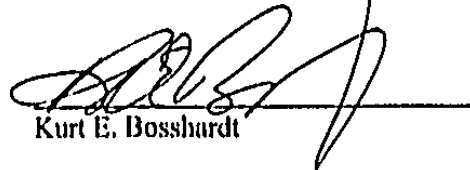
Acceptance of Designation

FILED
SECRETARY OF STATE
CORPORATIONS

96 SEP -9 PM 1:25

The undersigned, Kurt E. Bosshardt, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

Dated: September 6, 1996.


Kurt E. Bosshardt