

P96000086277

Priority Financial Corporation

10080 Cortez Boulevard
Spring Hill, Florida 34613
1-800-320-0404
(352) 697-0404

FILED

96 OCT 16 PM 2:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 20, 1996

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Sir/Madam,

Enclosed you will find in duplicate with original signatures the Articles of Incorporation of Schooner Incorporated as well as a check for \$70.00 for the necessary filing fees.

Thank you for your attention to this matter.

100001954291
-09/24/96--01042--003
*****70.00 *****70.00

Sincerely,

Laurence W. Riebau / *WR*

Laurence W. Riebau, CFP
President

encls.

W96-20180

502

TH
10-18-96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

Septombor 25, 1996

LAURENCE W. RIEBAU, CFP
10089 CORTEZ BLVD.
SPRING HILL, FL 34613

SUBJECT: SCHOONER, INCORPORATED
Ref. Number: W96000020180

We have received your document for SCHOONER, INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 496A00044070

ARTICLES OF INCORPORATION
OF
GATTI SCHOONER, INCORPORATED

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SECRET
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

GATTI SCHOONER, INCORPORATED

The principal place of business for this corporation is:

5436 OTT COURT
SPRING HILL, FLORIDA
34609

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other, county, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

7000 SHARES PAR VALUE 1 DOLLAR

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

PRESIDENT: BRYAN E. SCHOONOVER
5436 OTT COURT
SPRING HILL, FL 34609

SEC/TRES: CAROL A. SCHOONOVER
5436 OTT COURT
SPRING HILL, FL. 34609

ARTICLES VI INCORPORATOR(S)

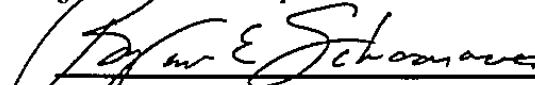

The name(s) and street address(es) of the Incorporator(s) to these articles of incorporation is (are):

PRESIDENT: BRYAN E. SCHOONOVER
5436 OTT COURT
SPRING HILL, FL 34609

SEC/TRES: CAROL A. SCHOONOVER
5436 OTT COURT
SPRING HILL, FL. 34609

IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation this 14 day of October, 1996.

Signature(s) of Incorporator(s)


BRYAN E. SCHOONOVER - PRES

CAROL A. SCHOONOVER - SEC/TRES.

STATE OF FLORIDA
COUNTY OF HERNANDO

THE FOREGOING instrument was acknowledged and sworn to before me
this 14 day October, 1996 by BRYAN E. SCHOONOVER

of GATTI SCHOONER, INCORPORATED
(name of Corporation)

Lisa M. Piesik
Notary Public

My Commission Expires 4-8-2000



LISA M. PIESIK
Notary Public - State of Florida
COMMISSION # CC 548282
EXPIRES APR 8, 2000

CERTIFICATE DESIGNATING
REGISTERED AGENT / REGISTERED OFFICE

Purs. ant to the provisions of Section 607.325, Florida Statute, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: GATTI SCHOONER, INCORPORATED

2. The name and address of the registered agent and office is:

BRYAN E. SCHOONOVER
5436 OTT COURT
SPRING HILL, FL 34609

SIGNATURE

Bryan E. Schoonover
(Corporate Officer)

TITLE President

DATE

10-14-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE SECTION 607.325 FLORIDA STATUTES.

SIGNATURE

Bryan E. Schoonover
(Registered Agent)

DATE

10-14-96

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