

F0200004071

CORPORATION(S) NAME

LoanStar Funding Group Inc.

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02 AUG - 8 PM 2:04
TALLAHASSEE FLORIDA

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88.48.482-01004--011
*****70.00 *****70.00

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign qualification | <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Change of RA |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> UCC |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Name _____
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8/8/02

Order#: 5440426

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Amount: \$ _____

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TALLAHASSEE FLORIDA

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. LoanStar Funding Group, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Texas 3. 74-2863828
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. 12-07-97 5. Perpetuel
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 9-01-02
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2504 Kent Street
Bryan, Texas 777802
(Current mailing address)

8. Originate and service student loan notes receivable
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System
KIRK HOOD
ASSISTANT SECRETARY
(Registered agent's name)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Dr. John Moss
Address: 2504 Kent Street
Bryan, Texas 77802

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TALLAHASSEE, FLORIDA

Vice Chairman: _____
Address: _____

Director: Ralph Rushing
Address: 2504 Kent Street
Bryan, Texas 77802

Director: Dr. Wesley K. Summers
Address: 2504 Kent Street
Bryan, Texas 77802

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

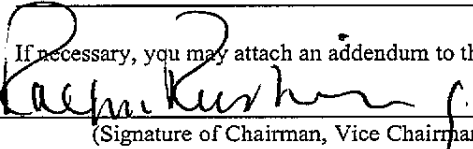
President: Ralph Rushing
Address: 2504 Kent Street
Bryan, Texas 77802

Vice President: Dr. Wesley K. Summers
Address: 2504 Kent Street
Bryan, Texas 77802

Secretary: Mr. Larry G. Holt
Address: 2504 Kent Street
Bryan, Texas 77802

Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ralph Rushing President
(Typed or printed name and capacity of person signing application)

LoanStar Funding Group, Inc.
Application by Foreign Corporation for Authorization
to Transact Business in Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 A. Directors (continued from form):

Dr. Malon Southerland
2504 Kent Street
Bryan, Texas 77802

Mr. Larry G. Holt
2504 Kent Street
Bryan, Texas 77802

Mr. E.G. Pittman
2504 Kent Street
Bryan, Texas 77802