

CONTACT:

OFFICE USE ONLY (Document #)

96000003118

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1 Class Notes Inc. 900001869779
(Corporation Name) (Document #)
06/20/96--01062--024
****122.50 ****122.50
- 2 _____
(Corporation Name) (Document #)
- 3 _____
(Corporation Name) (Document #)
- 4 _____
(Corporation Name) (Document #)

Walk In

Pick Up Time

Mail Out

Will Wait

Photocopy

Certified Copy

Certificate of Status

Certificate of Good Standing

ARTICLES ONLY

ALL CHARTER DOCS

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATIONS
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RECEIVED
96 JUN 20 AM 11:39
DIVISION OF CORPORATIONS

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**HOLD FOR
PICKUP BY
UCC SERVICES**

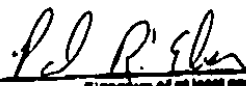
Examiner's Initials

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Paul R. Eber, do hereby certify
that this Resolution of the Board of Directors of ClassNotes Inc.
a corporation duly organized and existing under the laws of the State of Delaware,
was duly adopted on May 24, 1996.

Resolved, that ClassNotes Inc., organized
and existing in the State of Delaware, hereby adopts the
name Educaid Inc. for use in Florida.

Dated: May 25, 1996



Signature of at least one director
Paul R. Eber
Director

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

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

1. ClassNotes 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. Delaware 3. 22-3400682
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 8-9-95 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 3301 C Street, Suite 200
Sacramento, CA 95816
(Current mailing address)
8. To advertise, originate, sell, buy, service, finance, broker, pledge, or
otherwise transfer or deal with consumer and student loans.
(Purposes) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: Corporation Service Company

Office Address: 1201 Hays Street
Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

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

By: 
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not made 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 and
of which it is
incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS - See Attached List.

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS - See Attached List.

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Paul R. Eber, Executive Vice President
(Typed or printed name and capacity of person signing application)

ClassNotes, Inc.

**List of Officers and Directors
and Addresses**

Chief Executive Officer	Marc Turtletaub	Sacramento, 100-M
President	John Reeves	Sacramento, 100-B
Executive Vice President	Alan Turtletaub	Union
Executive Vice President/Secretary	Morton Dear	Union
Executive Vice President	Anthony R. Medici	Union
Executive Vice President	Paul R. Eber	Sacramento, 100-A
Vice President	Doris Grose	Sacramento, 100-A
Treasurer	Harry Puglisi	Union
Assistant Treasurer	James K. Ransom	Union
Assistant Treasurer	Daniel Maue	Sacramento, 200
Assistant Vice President	Kevin Landgraver	Sacramento, 200
Assistant Vice President	Jan Bell	Sacramento, 200
Assistant Secretary	Eric R. Elwin	Union
Assistant Secretary	Tom Levandowski	Sacramento, 100-A
Assistant Secretary	Philip Arem	Union
Assistant Secretary	Robert DeCandia	Union
Assistant Secretary	Wendie Doyle	Sacramento, 100-A

Directors

Marc Turtletaub	Sacramento, 100-M
Morton Dear	Union
Alan Turtletaub	Union
Paul Eber	Sacramento, 100-A

Key

Sacramento	=	3301 "C" Street, Suite 100-A, B, M or 200, Sacramento, CA 95816
Union	=	2840 Morris Avenue, Union, NJ 07083

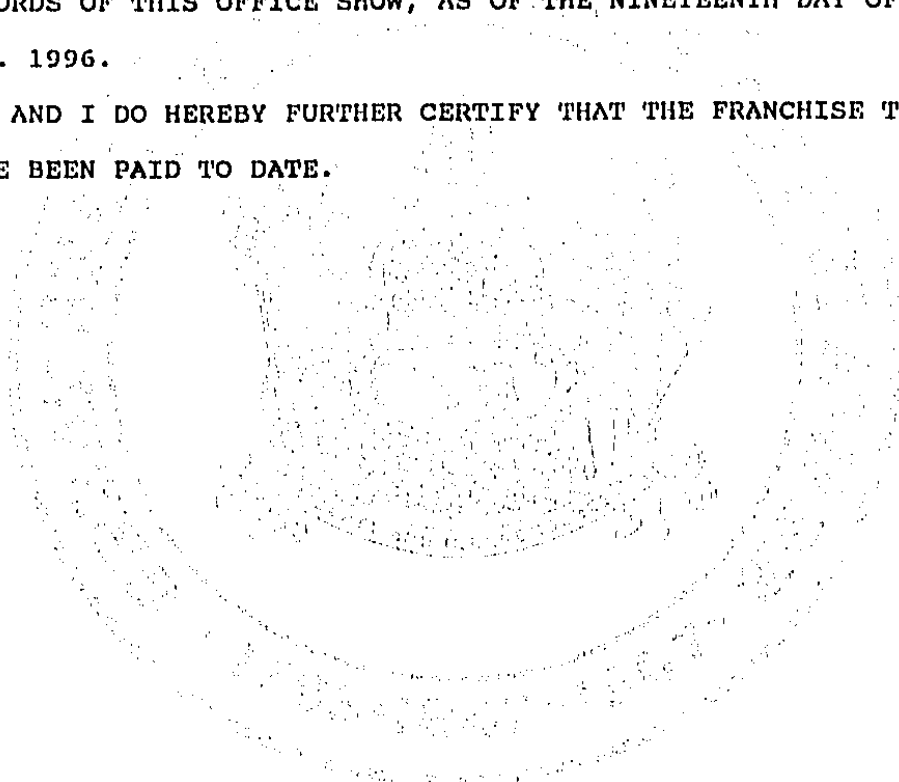
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CLASSNOTES INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF JUNE, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

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06-19-96