

Division of Corporations

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Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

U.S. EDUCATION TERI FUNDING CORPORATION

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**ARTICLES OF INCORPORATION
OF
U.S. EDUCATION TERI FUNDING CORPORATION
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is U.S. EDUCATION TERI FUNDING CORPORATION.

ARTICLE II

ADDRESS

The mailing address of the Corporation is 600 Brickell Avenue, Suite 400, Miami, Florida 33131.

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State:

*Prepared By: James L. Berger, Esq.
Berger Singerman, P.A.
350 E. Las Olas Blvd., Suite 1000
Fort Lauderdale, FL 33301
954-525-9900*

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ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue One Hundred (100) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 350 East Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is James L. Berger.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased

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or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Henry B. Howard	600 Brickell Avenue, Suite 400 Miami, Florida 33131

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
James L. Berger	350 East Las Olas Boulevard, Suite 1000 Fort Lauderdale, Florida 33301

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of April, 2001.



JAMES L. BERGER, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Thereby accept the appointment as the initial Registered Agent of U.S. EDUCATION TERI FUNDING CORPORATION, as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of U.S. EDUCATION TERI FUNDING CORPORATION.

Date: April 3, 2001

James L. Berger
JAMES L. BERGER
Initial Registered Agent

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