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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850)205-0383

From:
Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850)222-1173
Fax Number : (850)224-1640

06026.34644

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DIVISION OF CORPORATIONS

FOREIGN PROFIT QUALIFICATION

Allen & O'Hara Education Services, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	$87.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Electronic Filing Menu Corporate Filing Public Access Help

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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. Allen & O'Hara Education Services, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc," "Co," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware
(State or country under the law of which it is incorporated)

3. 20-1815226
(FEI number, if applicable)

4. August 24, 2004
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. January 31, 2005
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 530 Oak Court Drive, Ste. 300 Memphis TN 38117
(Principal office address)

530 Oak Court Drive, Ste. 300 Memphis TN 38117
(Current mailing address)

8. Any lawful act or activity for which corporations may be organized, including but not limited to providing management services for student housing.
(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 NOT acceptable)

Name: National Corporate Research, Ltd., Inc.

Office Address: 103 N. Meridian Street

Tallahassee, Florida 32301
(City) (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.

Karen McKeown
(Registered agent's signature)

Karen McKeown, Asst. Secretary

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.

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

A. DIRECTORS

Chairman: See Attachment "A"

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: See Attachment "A"

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

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

13. _____
(Signature of Director or Officer listed in number 12 of the application)

14. J. Drew Koester Assistant Secretary
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

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Attachment "A"

Allen & O'Hara Education Services, Inc.

Officers and Directors

Name	Title	Address
Paul O. Bower	President	530 Oak Court Drive Memphis, TN 38117
Randall H. Brown	Secretary	530 Oak Court Drive Memphis, TN 38117
Thomas Hickey	Treasurer	530 Oak Court Drive Memphis, TN 38117
J. Drew Koester	Assistant Secretary	530 Oak Court Drive Memphis, TN 38117
Craig Cardwell	Assistant Secretary	530 Oak Court Drive Memphis, TN 38117
Paul O. Bower	Director	530 Oak Court Drive Memphis, TN 38117

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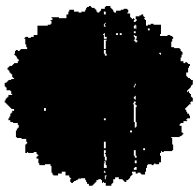
Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALLEN & O'HARA EDUCATION SERVICES, 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 FIRST DAY OF FEBRUARY, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ALLEN & O'HARA EDUCATION SERVICES, INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF AUGUST, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3654960

DATE: 02-01-05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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