

6.
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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GRAD PARTNERS, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

LARANA J. FRASER, COMPLIANCE

(Name of Person)

GRAD PARTNERS, INC.

(Firm/Company)

12760 HIGH BLUFF DRIVE, SUITE 210

(Address)

SAN DIEGO, CA 92130

(City/State and Zip code)

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*****70.00 *****70.00

For further information concerning this matter, please call:

LARANA J. FRASER

(Name of Person)

at (858) 578-6916

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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. GRAD PARTNERS, 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

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

3. 52-2270753

(FEI number, if applicable)

4. 10/03/00

(Date of incorporation)

5. PERPETUAL

(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. 12760 HIGH BLUFF DRIVE, SUITE 210

SAN DIEGO, CA 92130

(Current mailing address)

8. SEE ATTACHED SHEET

(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)

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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

(Registered agent's signature)

Scot Ferraro

Assistant 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.

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: MICHAEL H. SHAUT

Address: 16090 PARKLAND DRIVE

CLEVELAND, OH 44120

Vice Chairman: _____

Address: _____

Director: DOUGLAS L. FEIST

Address: 12760 HIGH BLUFF DRIVE, SUITE 210

SAN DIEGO, CA 92130

Director: JAMES G. CLARK

Address: 12760 HIGH BLUFF DRIVE, SUITE 210

SAN DIEGO, CA 92130

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

President: MICHAEL H. SHAUT

Address: 16090 PARKLAND DRIVE

CLEVELAND, OH 44120

Vice President: STEPHEN P. LATREILLE

Address: 7217 LAMPLITE COURT

CINCINNATI, OH 45244

Secretary: DOUGLAS L. FEIST

Address: 12760 HIGH BLUFF DRIVE, SUITE 210

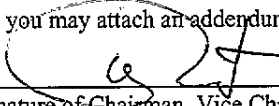
SAN DIEGO, CA 92130

Treasurer: JAMES G. CLARK

Address: 12760 HIGH BLUFF DRIVE, SUITE 210

SAN DIEGO, CA 92130

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. DOUGLAS L. FEIST, SECRETARY

(Typed or printed name and capacity of person signing application)

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GRAD PARTNERS, INC.

Specific Purpose Clause

The purpose of the corporation is to engage in the business of marketing services to college students, post-secondary educational institutions, and financial institutions originating or holding student loans.

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TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GRAD PARTNERS, 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 THIRTEENTH DAY OF SEPTEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 1341543

DATE: 09-13-01