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(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

\_\_\_\_\_  
(Business Entity Name)

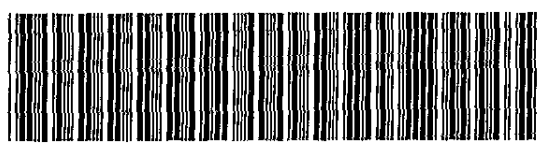
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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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**TRANSMITTAL LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** CFSL Acquisition Corp.  
(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:

Charles L. Terribile  
(Name of Person)

Collegiate Funding Services, LLC  
(Firm/Company)

100 Riverside Parkway, Suite 125  
(Address)

Fredericksburg, Virginia 22406  
(City/State and Zip code)

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For further information concerning this matter, please call:

Charles L. Terribile at ( 540 ) 374-1600  
(Name of Person) (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

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. CFSL Acquisition Corp.  
(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. 04-3649174  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
- 4. 04/02/2002 (Amended & restated 05/16/2002) perpetual  
(Date of incorporation) (Duration: Year corp will cease to exist or "perpetual")

6. 05/17/02  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")  
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 100 Riverside Parkway, Suite 125, Fredericksburg, VA. 22406  
(Principal office address)

100 Riverside Parkway, Suite 125, Fredericksburg, VA. 22406 Attn: General  
(Current mailing address)

8. Parent company of Collegiate Funding Services, LLC, a company focused on education finance and related products & services  
(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: Frank Fajardo

Office Address: 3985 Gateway Centre Blvd., #200  
Pinellas Park, Florida 33782  
(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.*

*Frank Fajardo*  
 (Registered agent's signature)

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

Director

~~Chairman~~: Richard Sterne

Address: 51 West 52nd Street, 23rd Floor

New York, NY 10019

Director

~~Vice Chairman~~: Jean-Marc Chapus

Address: 11100 Santa Monica Boulevard, Suite 2000

Los Angeles, CA 90025

Director: J. Barry Morrow

Address: 100 Riverside Parkway, Suite 125

Fredericksburg, VA 22406

Director:

Address:

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TALLAHASSEE, FLORIDA

B. OFFICERS

President: Bruce Rubin

Address: 51 West 52nd Street, 23rd Floor

New York, NY 10019

Vice President:

Address:

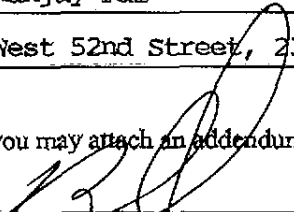
Secretary: Richard Sterne

Address: 51 West 52nd Street, 23rd Floor, New York, NY 10019

Treasurer: Dhananjay Pai

Address: 51 West 52nd Street, 23rd Floor, New York, NY 10019

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. Bruce J. Rubin, President and Chief Executive Officer, CESL Acquisition Corp.  
(Typed or printed name and capacity of person signing application)

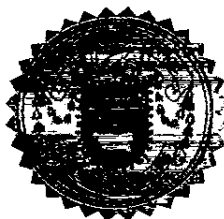
# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CFSL ACQUISITION CORP." 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 ELEVENTH DAY OF DECEMBER, A.D. 2002.

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02 DEC 13 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2138878

DATE: 12-11-02