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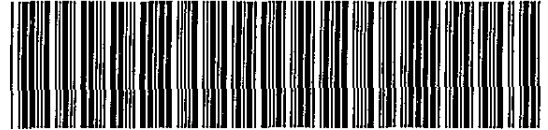
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TALLAHASSEE, FLORIDA

W04
5-12-04

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Brazos Higher Education Service Corporation, Inc.
(Name of Corporation – must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Murray Watson, Jr.

(Name of Person)

Brazos Higher Education Service Corporation, Inc.

(Firm/Company)

2600 Washington Avenue

(Address)

Waco, Texas 76710

(City/State and Zip Code)

For further information concerning this matter, please call:

Melissa Doss

(Name of Person)

at (254) 753-0915 Ext. 3269
(Area Code & Daytime Telephone Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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:

- | | | | |
|--|--|---|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|--|--|---|---|



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 23, 2004

MURRAY WATSON, JR
THE BRAZOS HIGHER EDUCATION SERVICE CORP
2600 WASHINGTON AVE
WACO, TX 76710

SUBJECT: THE BRAZOS HIGHER EDUCATION SERVICE CORPORATION,
INC.
Ref. Number: W04000015803

We have received your document for THE BRAZOS HIGHER EDUCATION SERVICE CORPORATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report/uniform business report fees due this office.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
Document Specialist

Letter Number: 204A00026991

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO
CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN
THE STATE OF FLORIDA:*

1. Brazos Higher Education Service Corporation, Inc.

(Name of corporation: must include the word "INCORPORATED" or "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. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Texas 3. 74-2129255
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9-18-1980 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. April 1, 2004
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 2600 Washington Avenue, Waco, Texas 76710
(Principal office address)

(Current mailing address)

8. Nonprofit Secondary Market for Student Loans
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

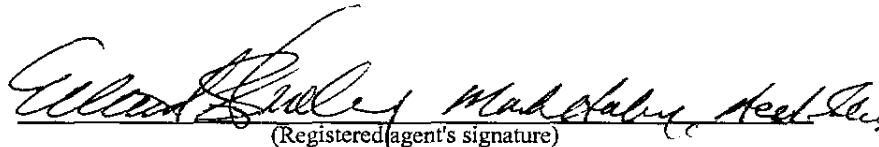
Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation Florida 33324
(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.


(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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: David F. Smith, Jr.

Address: 4103 Old Mill Road

Waco, TX 76710

Vice Chairman: Harold McNabb

Address: 2600 Washington Avenue

Waco, TX 76710

Director: Lindley F. Elliott

Address: 2306 Starr

Waco, TX 76710

Director: Paul D. Marable, Jr.

Address: 4101 Lyle

Waco, TX 76710

B. OFFICERS

President: Murray Watson, Jr.

Address: 2600 Washington Avenue

Waco, Texas 76710

Vice President: Tom Robertson

Address: 2600 Washington Avenue

Waco, Texas 76710

Secretary: Ray Rushing

Address: 2600 Washington Avenue, Waco, TX 76710

Treasurer: Kelli Villarrial

Address: 2600 Washington Avenue, Waco, TX 76710

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.

Murray Watson, Jr., President

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

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AND
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Geoffrey S. Connor
Secretary of State

Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Incorporation for THE BRAZOS HIGHER EDUCATION SERVICE CORPORATION, INC. (filing number: 53268701), a Domestic Nonprofit Corporation, was filed in this office on September 18, 1980.

It is further certified that the entity status in Texas is active.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on April 13, 2004.



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Secretary of State