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Florida Department of State
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RE-SUBMIT
Please retain original filing date of submission 2/11/08

FOREIGN PROFIT/NONPROFIT CORPORATION

Education Finance Partners, Inc

Certificate of Status	0
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February 12, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: EDUCATION FINANCE PARTNERS, INC.
REF: W08000007438

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of your corporation is not available in Florida. An out-of-state corporation whose name is not available must adopt an alternate corporate name for use in Florida. The alternate corporate name must contain "Incorporated," "Company," "Corporation," "Inc.," "Co.," "Corp," "Inc.," "Co," or "Corp." Please enter the alternate corporate name in the space provided in number one of the application.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L05000090855.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II

FAX Aud. #: H08000036218
Letter Number: 908A00009060

**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. Education Finance Partners, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

EFP, Inc.

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

2. Delaware 3. 20-1079959
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 04/27/2004 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

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

7. 111 Maiden Lane, 4th Floor, San Francisco, CA 94108
(Principal office address)

same
(Current mailing address)

8. SEE ATTACHMENT
(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: C T Corporation Systems

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.

C T Corporation System

By: _____

(Registered agent's signature)

**NASEEM A. CONDE
SPECIAL 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.

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

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A. DIRECTORS

Chairman: See Attached.

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attached.

Address: _____

Vice President: _____

Address: _____

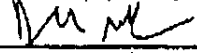
Secretary: _____

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. Dinsh Nandan, Secretary
(Typed or printed name and capacity of person signing application)

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**Attachment to Florida
Purpose Clause**

Education Finance Partners, Inc. administers programs which facilitate consumers' ability to acquire private student loans for higher education.

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Education Finance Partners, Inc.

Directors

Tamera S. Briones,
111 Maiden Lane, 4th Floor
San Francisco, CA 94108

Andrew A. Brenner
Morgan Stanley
1585 Broadway
New York, NY 10036

Gregory P. Meredith
Putnam Lovell NBF Securities, Inc.
65 East 55th Street, 34th Floor
New York, NY 10022

Officers:

Tamera S. Briones, President and CEO
111 Maiden Lane, 4th Floor
San Francisco, CA 94108

Susan A. Kreuzsch, Senior Vice President and CFO
111 Maiden Lane, 4th Floor
San Francisco, CA 94108

Octavio E. Ricart, Vice President and Treasurer
111 Maiden Lane, 4th Floor
San Francisco, CA 94108

Dinesh Nandan, General Counsel and Secretary
111 Maiden Lane, 4th Floor
San Francisco, CA 94108

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EDUCATION FINANCE 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 SEVENTH DAY OF FEBRUARY, A.D. 2008.

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

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



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You may verify this certificate online
at corp.delaware.gov/authvar.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6366980

DATE: 02-07-08