

F96000003118

(Requestor's Name)

(Address)

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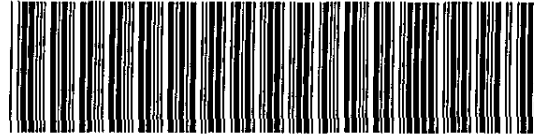
(Business Entity Name)

(Document Number)

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04 DEC -2 PM 2:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

13 DEC -2 PM 12:51

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

N.C.

G. Goulietta DEC 02 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 979090 167868A

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : November 18, 2004

ORDER TIME : 11:32 AM

ORDER NO. : 979090-050

CUSTOMER NO: 167868A

CUSTOMER: Ms. Liz Shortley
Wachovia Corporation
One Wachovia Center, Nc0630
301 South College Street-30th
Charlotte, NC 28288-0630

FOREIGN FILINGS

NAME: CLASSNOTES INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

EXAMINER: _____

SECTION I
(1-3 MUST BE COMPLETED)

(Document number of corporation (if known))

FILED
04 DEC -2 PM 2:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. Educaid Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 6/20/1996

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 1, 2004

5. Wachovia Education Finance Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

Elizabeth G. Shurtleff
(Signature of a director, president or other officer - if in the hands
of a receiver or other court appointed fiduciary, by that fiduciary)

Elizabeth G. Shortley

(Typed or printed name of person signing)

11/18/04
(Date)

Asst. Sec

(Title of person signing)

Delaware

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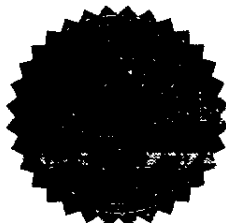
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CLASSNOTES INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "WACHOVIA EDUCATION FINANCE INC.", THE FOURTH DAY OF NOVEMBER, A.D. 2004, AT 6:29 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE FIRST DAY OF DECEMBER, A.D. 2004.

2526363 8320

040861067



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3509000

DATE: 12-01-04