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April 24, 1998

FLORIDA DEPARTMENT OF STATE
Attn: Don Roberts, Chief
Bureau of Commercial Applications
409 E. Gaines Street
Tallahassee, FL 32399
(904) 487-6802

Info.
only

RE: NATIONAL COLLEGIATE, INC.

Dear Mr. Roberts:

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On September 26, 1997, a Certificate of Authority was granted by your state to the subject entity.

The Application for Authority erroneously indicated that this entity was incorporated on August 22, 1994 and a Indiana Certificate of Good Standing reflecting this date was made a part of the Application.

It has come to our attention that there were, for a brief time, two Indiana entities with the same name, *National Collegiate, Inc.* (incorporated 08/22/94) as well as *National Collegiate, Inc.* (incorporated on 10/03/88). The older company had changed its name just prior to the issuance of the Certificate of Good Standing which we sent to your office. When the older National Collegiate entity changed its name, the newer company had granted its consent to the older company to use its same name. However, it is our understanding that the second name change was not immediately processed in Indiana Secretary of State's office. Evidently, consent permits the existence of two domestic corporations with the same name and is permissible under Indiana statutes.

All the information which was furnished to you by virtue of the Application for Certificate of Authority is correct with the exception of the incorporation date. We have obtained and now attach a Certificate of Good Standing from Indiana that reflects the correct date. We respectfully request that you correct your records accordingly.

Please telephone the undersigned should you have any questions or require further information regarding this matter. Thank you.

Very truly yours,

HIQ CORPORATE SERVICES, INC.

Roxanne D. Moniodis
Corporate Secretary

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

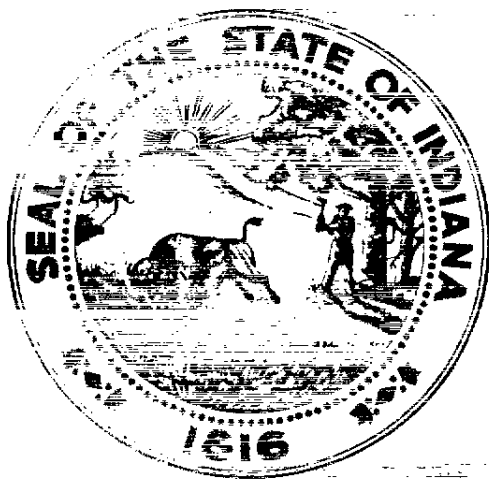
I, SUE ANNE GILROY, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

NATIONAL COLLEGIATE, INC.

filed Articles of Incorporation on October 03, 1988, and is a corporation duly organized and existing under and by virtue of the laws of the State of Indiana.

I further certify this corporation has filed its most recent annual report required by Indiana law with the Secretary of State, or is not yet required to file such annual reports, and that Articles of Dissolution have not been filed.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this Thirty-first day of March, 1998.

Sue Anne Gilroy
SUE ANNE GILROY, Secretary of State

[Signature]
Deputy