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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Students of America, Inc.
(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:

Lewis Victor
(Name of Person)
Students of America, Inc.
(Firm/Company)
230 Route 46 West
(Address)
Little Ferry, New Jersey 07643
(City/State/Zip)

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TALLAHASSEE FLORIDA
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Should you need to call someone concerning this matter, please call:

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Mitchell Craig at (201) 641-1037
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

**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. Students of America, Inc.
(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. New Jersey 3. 22-3428463
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. March 5, 1996 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. June, 1998
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. P.O. Box 3225 Fort Lee, New Jersey 07024
(Current mailing address)

8. ad space publications
(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: Paul Jason

Office Address: Students of America 701 Building Corp 701 SE 6th Avenue
Suite 200
Del Ray Beach, Florida, 33483
(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.

Paul Jason
(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.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Paul Jason

Address: Students of America, Inc. 701 Building Corp 701 SE 6th Ave
Suite 200 Delray Beach, Florida 33483

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Lewis Victor

Address: 230 Rte 46 West Suite 007 Little Ferry, N.J. 07643

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. Paul Jason
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Paul Jason, Chairman
(Typed or printed name and capacity of person signing application)

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

STUDENTS OF AMERICA, INC.

I, the Secretary of State of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on March 5, 1996.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

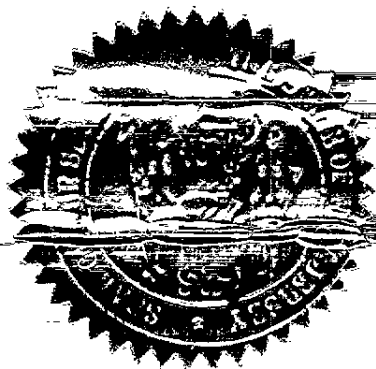
*Felix Leiter
230 Route 46 Suite 010
Little Ferry, NJ 07643*

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TALLAHASSEE FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

STUDENTS OF AMERICA, INC.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
22nd day of April, 1998

Lonna R. Hooks

LONNA R HOOKS
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE FLORIDA