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April 19, 1999

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

300002851123--3
-04/26/99--01037--013
*****70.00 *****70.00

SUBJECT: Educational Finance Group, Inc.

300002851123--3
-06/15/99--01085--001
***2300.00 ***2300.00

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:

Michael Hartwig
Educational Finance Group, Inc.
495 Station Ave.
S. Yarmouth, MA 02664

W99-10277

p. 704

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

Michael Hartwig at 508-760-2900

Enclosed is a check for the following amount:

\$70.00 Filing Fee

Sincerely,

Diane L. Kimmerle

Diane Kimmerle
Director of Accounting/Controller

W99-10277
p. 704
99 JUN 15 PM 1:35
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 3, 1999

MICHAEL HARTWIG
EDUCATIONAL FINANCE GROUP, INC.
495 STATION AVE.
S. YARMOUTH, MA 02664

SUBJECT: EDUCATIONAL FINANCE GROUP, INC.
Ref. Number: W99000010277

We have received your document for EDUCATIONAL FINANCE GROUP, INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$2,300.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 899A00023655

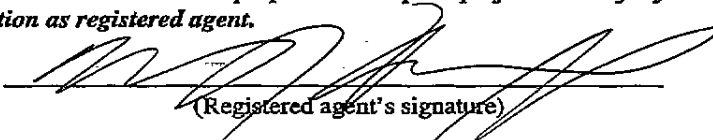
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

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. Educational Finance Group, 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. Delaware / County of New Castle 3. 04-3405187
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 12/23/97 5. Perpetual existence
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 11/97
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 495 Station Avenue
South Yarmouth, MA 02664
(Current mailing address)
8. Servicing + marketing Student Loans.
(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: William J Truxal
Office Address: 300 1st Avenue South, Suite 400
St. Petersburg, FL, Florida, 33701
(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.

X 
(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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TALLAHASSEE FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)Chairman: Stephen J. GalvinAddress: 495 Station Ave
S. Yarmouth, MA 02664Vice Chairman: /Address: /Director: Ronald L. JensenAddress: 4001 McEwen Drive, suite 200
Dallas, TX 75244Director: Richard J. EstellAddress: 4001 McEwen Drive, suite 200
Dallas, TX 75244**B. OFFICERS** (Street address only - P.O. Box NOT acceptable)President: Stephen J. GalvinAddress: 495 Station Ave
S. Yarmouth, MA 02664Vice President: Vernon R. WoelkeAddress: 4001 McEwen Drive, suite 200
Dallas, TX 75244Secretary: Michael R. HartwigAddress: 495 Station Ave
S. Yarmouth, MA 02664Treasurer: /Address: /**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)14. Michael R. Hartwig, Secretary
(Typed or printed name and capacity of person signing application)FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA



A. Director's (continued)

Director: Gregory Mutz

Address: 4001 McEwen Drive, suite 200
Dallas, TX 75244

Director: Michael R. Hartwig

Address: 495 Station Ave
S. Yarmouth, MA 02664

Director: Vernon R. Woeike

4001 McEwen Drive, suite 200
Dallas, TX 75244

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TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EDUCATIONAL FINANCE GROUP, 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 NINETEENTH DAY OF APRIL, A.D. 1999.

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

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

FILED


99 JUN 15 PM 1:35

SECRETARY OF STATE
TALLAHASSEE FLORIDA



2836835 8300

991152410


Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9694277

04-19-99