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FLORIDA NON-PROFIT CORPORATION

Student Resources Foundation Inc.

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**ARTICLES OF INCORPORATION
OF
STUDENT RESOURCES FOUNDATION INC.**

(in compliance with Chapter 617, F. S.)

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ARTICLE I NAME

The name of the Corporation shall be Student Resources Foundation Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be: 7995 114th Avenue, Largo, FL 33773.

ARTICLE III PURPOSE

The purposes for which the Corporation is organized are:

General Purposes. The Corporation is incorporated under Chapter 617, Florida Statutes, and shall be operated exclusively for charitable, scientific, testing for public safety, literary and educational purposes permitted within the scope of the Non-Profit Corporation Act and § 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Specific Purposes. In furtherance of its general charitable, scientific, testing for public safety, literary and educational purposes, and to lessen the burdens of the government, the Corporation shall undertake charitable and educational activities of acquiring, through organization and purchasing, educational loans in accordance with the Education Act of 1965. Without otherwise limiting its powers, the Corporation may exercise all rights and powers conferred by the laws of the state of Florida upon non-profit corporations.

Notwithstanding the foregoing provisions, however, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code.

ARTICLE IV MEMBERS

The Corporation shall have no members.

ARTICLE V ELECTION OF DIRECTORS

The business and affairs of the Corporation shall be managed under the direction of a Board of Directors, consisting of three or more natural persons elected or appointed in such manner as shall be provided in the Bylaws of the Corporation.

ARTICLE VI ANTI-INUREMENT

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE VII POLITICAL ACTIVITIES

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.

ARTICLE VIII OTHER PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under § 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Code.

ARTICLE IX DISSOLUTION

Upon the liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational or scientific purposes as at the time shall qualify as an exempt organization or organizations under § 501(c)(3) of the Code, as amended, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the State of Florida.

ARTICLE X PRIVATE FOUNDATION STATUS

If the Corporation is ever determined by the Internal Revenue Service to be a private foundation, as defined in § 509(a) of the Code, the Corporation shall:

distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by § 4942 of the Code,

not engage in any act of self-dealing as defined in § 4941(d) of the Code,

not retain any excess business holdings as defined in § 4943(c) of the Code,

not make any investments in such manner as to subject it to tax under § 4944 of the Code,

not make any taxable expenditures as defined in § 4945(d) of the Code.

ARTICLE XI INITIAL DIRECTORS

The Corporation shall initially have three Directors:

John B. Pursley, Jr., 3321 East Heritage Cove Drive, Saint Augustine, FL 32092

Robert E. Swanson, 139 Luma Lane, Johnstown, PA 15904

Ronald A. Young, 512 Greene St., Camden, SC 29020

ARTICLE XII INITIAL REGISTERED AGENT

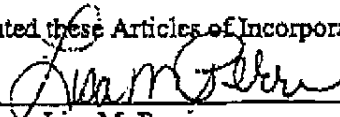
The initial registered agent of the Corporation is:

C T Corporation System, 1200 South Pine Island Road, Plantation, FL 33324

ARTICLE XIII INCORPORATOR

The Incorporator of the Corporation is: Lisa M. Perri, c/o Buchanan Ingersoll, One Oxford Centre - 20th Floor, 301 Grant Street, Pittsburgh, PA 15219-1410

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation.



Lisa M. Perri

SEP-24-2004 12:38

CT CORPORATION

P.05/05

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THESE PROVISIONS, 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.

DATE: 9/24/04

CT CORPORATION SYSTEM

BY: Connie Bryan

Connie Bryan,
Special Assistant Secretary