

N98000002138  
ROSEN & KREILING, P.A.

CORPORATE CENTRE AT WESTON  
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HARRY M. ROSEN  
Board Certified  
Civil Trial Lawyer

EDWARD PAUL KREILING

April 8, 1998

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 13 PM 4:34

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

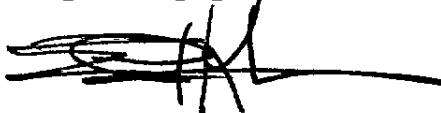
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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: COLLEGESOURCE, INC.

Dear Sir:

I enclose a check in the amount of \$70.00 and Articles of Incorporation for the above-referenced corporation. Please form and forward notification to my office in the envelope provided.

Very truly yours,



EDWARD PAUL KREILING

EPK:lm

Enc.

Linda GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT KA accept  
DATE 4-14-98  
DOC. EXAM SI

4/15

ARTICLES OF INCORPORATION  
OF  
COLLEGESOURCE, INC.  
(Florida Corporation Not For Profit)

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In order to form a corporation not for profit under and in accordance with the provisions of Chapter 617 of the Florida Statutes, the undersigned, acting as incorporator, hereby adopts the following Articles of Incorporation for the purposes and with the powers hereinafter mentioned and does certify and set forth the following:

ARTICLE I  
NAME

The name of this corporation will be CollegeSource, Inc., a Florida corporation not for profit, whose present address is 8601 N.W. 46 Court, Lauderhill, Florida 33351.

ARTICLE II  
PURPOSES

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of

section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE III POWERS

The Association shall have all of the common law and statutory powers of a corporation not for profit.

### ARTICLE IV MEMBERS

Every person or entity who shall be qualified under the Bylaws of the corporation shall be a member of the corporation.

### ARTICLE V TERM

The term for which this Association is to exist shall be perpetual.

### ARTICLE VI INCORPORATORS

The names and addresses of the Incorporators of these Articles are:

Edward Paul Kreiling, Esq.  
2500 Weston Road, Suite 220  
Weston, Florida 33331

Harry M. Rosen, Esq.  
2500 Weston Road, Suite 220  
Weston, Florida 33331

Linda Mullis  
2500 Weston Road, Suite 220  
Weston, Florida 33331

ARTICLE VII  
OFFICERS

A. The affairs of the Association shall be managed by the President of the Association, assisted by one (1) or more Vice Presidents, a Secretary and a Treasurer and, if elected by the Board, one (1) or more Assistant Secretaries and one (1) or more Assistant Treasurers, which officers shall be subject to the direction of the Board.

B. The Board shall elect the President, the Vice President, the Secretary and the Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board, provided, however, that such officers may be removed by the Board and other persons may be elected by the Board as such officers in the manner provided in the Bylaws. The President shall be a member of the Board, but no other officer need be a member of the Board. The same person may hold two offices, the duties of which are not incompatible, provided, however, the office of President and Vice President shall not be held by the same person.

C. Directors shall be elected in accordance with the corporation By-Laws.

ARTICLE VIII  
BOARD OF DIRECTORS

The number of members of the first Board ("First Board") shall be three (3). Thereafter, the number of members of the Board shall be determined by the Board from time to time, but shall not be less than three (3) Directors.

ARTICLE IX  
BYLAWS

The Bylaws of the Association shall be adopted by the First Board and thereafter may be altered, amended or rescinded in the manner provided for in the Bylaws. In the event of a conflict between provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

ARTICLE X  
REGISTERED OFFICE AND REGISTERED AGENT


The street address of the initial registered office of the Association is 2500 Weston Road, Suite 220, Weston, Florida 33331, and the initial registered agent of the corporation at that address shall be Edward Paul Kreiling.

IN WITNESS WHEREOF, the Incorporators have hereto affixed their signatures on the day and year set forth below.

By my signature below I hereby accept designation as registered agent.

  
EDWARD PAUL KREILING  
Registered Agent

Dated: 3/30/98

  
HARRY M. ROSEN

Dated: 4/8/98

  
LINDA MULLIS

Dated: 4/8/98

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