

PO00000042900

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

20 March, 2000

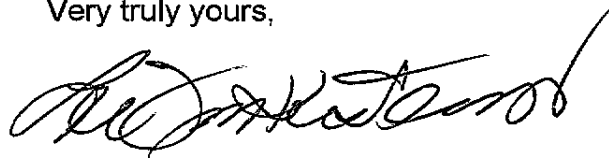
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Re: **Articles of Incorporation**
EDUCATIONAL RESOURCES FUNDING CORPORATION

Gentlemen:

Please find enclosed for filing an original and one (1) copy of the above referenced Articles of Incorporation. I am also enclosing a check in the amount of \$ 70.00 to cover the Filing Fee associated with said incorporation.

Very truly yours,



Lee Finkelstein
321 N. University Drive, S-5
Plantation, Florida 33324
(954) 916-8528

LF / rkm
Enclosures

2557-611
W00-8690

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 31, 2000

LEE FINKELSTEIN
321 N. UNIVERSITY DRIVE S-5
PLANTATION, FL 33324

SUBJECT: EDUCATIONAL RESOURCES FUNDING CORPORATION
Ref. Number: W00000008690

We have received your document for EDUCATIONAL RESOURCES FUNDING CORPORATION. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 800A00017851

ARTICLES OF INCORPORATION

OF

EDUCATIONAL RESOURCES FUNDING CORPORATION

The undersigned, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST: The name of the Corporation (which is hereinafter called "Corporation") is:

EDUCATIONAL RESOURCES FUNDING CORPORATION.

SECOND: The principal office of the business and the mailing address of the Corporation in this State (Florida) is:

321 N. University Drive, S-5, Plantation, Florida 33324.

THIRD: The purposes or purposes for which the Corporation is formed are to engage in any activity or business permitted under the laws of the United States and of this State (Florida).

FOURTH: The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is Five Thousand (5,000) shares of Common stock, without par value.

FIFTH: The initial Board of Directors of the Corporation shall consist of one (1), member, who need not be a resident of the State of Florida or a shareholder of the Corporation. The name and address of the initial Director who shall act until the first annual meeting or until his successor(s) are duly elected and qualify is:

Robert Miller 318 Indian Trace, Box 141, Weston, Florida 33326.

SIXTH: The name and Florida street address of the initial Registered Agent is:

Lee Finkelstein 321 N. University Drive, S-5, Plantation, Florida 33324.

SEVENTH: The name and address of the initial incorporator is, as follows:

Lee Finkelstein 321 N. University Drive, S-5, Plantation, Florida 33324

EIGHTH: The period of duration of the Corporation is perpetual.

NINTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

a. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether

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now or hereafter authorized.

b. The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.


c. The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the Florida Business Corporation Act now or hereafter in force.

TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved by the affirmative vote of two-thirds (2/3) of all the shares of stock outstanding and entitled to vote.

ELEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

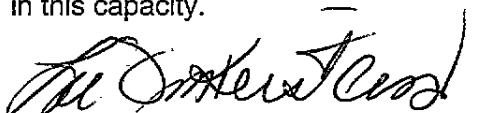
IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of April, 2000 and acknowledge the same to be my act.



Lee Finkelstein, Incorporator

4/24/00
Date

HAVING BEEN NAMED AS REGISTERED AGENT, in order to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby signify that I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.



Lee Finkelstein, Registered Agent

4/24/00
Date