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SECRET
TALLAHASSEE, FLORIDA

00 DEC -5 PM 2:36

FILED

December 4, 2000

VIA OVERNIGHT DELIVERY

Florida Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-12/05/00--01096--007

****122.50 ****78.75

Attn: Filing Section

Re: Tuition Lending Corporation

Dear Sir/Madam:

Enclosed please find for filing Articles of Incorporation of the above-captioned corporation.

Enclosed is a check for \$122.50, covering the various fees incident to the filing of the Articles of Incorporation. Please send a certified copy of the Articles to my attention at the above address.

Thank you for your cooperation.

Sincerely,



Edwin B. Kagan

EBK/bac
Enclosures
cc: Justin Turner

g 12/11

**ARTICLES OF INCORPORATION
OF
TUITION LENDING CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to the provisions of the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be Tuition Lending Corporation.

ARTICLE II - MAILING ADDRESS

The mailing address of the corporation is as follows:

7808 Bay Drive
Tampa, FL 33635

ARTICLE III - DURATION

The corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles of Incorporation by the Secretary of State of the State of Florida.

ARTICLE IV - PURPOSES

The corporation may engage in any activity or business

permitted under the laws of the United States of America and of the State of Florida.

ARTICLE V - CAPITAL STOCK

The authorized capital stock of the corporation shall consist of ten thousand (10,000) shares of common stock, having a par value of \$.001 per share.

ARTICLE VI - INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial Registered Agent and the street address of the initial Registered Office of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Edwin B. Kagan	2709 Rocky Point Drive Suite 102 Tampa, Florida 33607

ARTICLE VII - DIRECTORS

The corporation shall have no directors initially. The affairs of the corporation shall be managed by the shareholders until such time as directors are elected by the shareholders.

ARTICLE VIII - OFFICERS

Each of the following persons shall serve as an officer of the corporation until the earlier of his or her resignation, death or

removal from office or until his or her successor is chosen and qualifies:

<u>Name</u>	<u>Office</u>
Summer R. Turner	President
Justin L. Turner	Vice President and Secretary/Treasurer

ARTICLE IX - AFFILIATED TRANSACTIONS

The corporation expressly elects, pursuant to Section 607.0901(5)(a), Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

ARTICLE X - CONTROL-SHARE ACQUISITIONS

The corporation exercises its right, pursuant to Section 607.0902(5), Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302(c) and 607.1320, Florida Statutes.

ARTICLE XI - INCORPORATOR

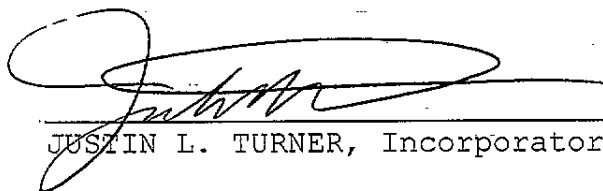
The name and address of the corporation's incorporator is as follows:

<u>Name</u>	<u>Address</u>
Justin L. Turner	7808 Bay Drive Tampa, Florida 33635

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.



IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation of Tuition Lending Corporation this 4th day of December, 2000.


JUSTIN L. TURNER, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation of Tuition Lending Corporation was sworn to and acknowledged before me this 4th day of December, 2000 by JUSTIN L. TURNER.



Notary Public
My Commission Expires:
Edwin B Kagan
 My Commission CC811256
Expires February 16, 2004

Personally known ✓ or Produced Identification _____

Type of Identification Produced _____

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept to act as Registered Agent, and 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 Section 607.0505, Florida Statutes.


Edwin B. Kagan
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA