

**CORPORATE
ACCESS,
INC.**

PO100011628

236 East 6th Avenue . Tallahassee, Florida 32303

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Articles

1.) *College Coins Inc.*
(CORPORATE NAME & DOCUMENT #)

EFFECTIVE DATE
01-01-02

Note
(Effective date)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
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ARTICLES OF INCORPORATION
OF
COLLEGECOINS INC.

Pursuant to the provisions of Chapter 607, Florida Statutes, as amended, the following are hereby adopted and filed as the Articles of Incorporation of this Florida corporation for profit:

ARTICLE I - NAME

The name of this Corporation shall be:
CollegeCoins Inc.

EFFECTIVE DATE
01-01-02

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal place of business of the Corporation is:

2563 Glenloch Court
Orange Park, FL 32065

The initial mailing address of the Corporation is:

2563 Glenloch Court
Orange Park, FL 32065

ARTICLE III - DURATION

The Corporation is to commence its corporate existence on January 1, 2002. This Corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This Corporation is organized for the following purpose:

The transaction of any and all lawful business for which corporations may be incorporated, including but not limited to those powers enumerated in Florida Statutes §607.0302, et. seq., as amended, and the doing of all lawful things related thereto.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Shareholders, unless otherwise designated as "NONVOTING" by a resolution recorded in the Corporate Minute Book and a similar legend on the subject certificate(s). The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of this Corporation is:

Richard S. Ladd
2563 Glenloch Court
Orange Park, FL 32065

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or decreased from time to time but shall never be less than one (1). All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Any and all powers and duties conferred to or imposed upon the Board of Directors, shall be by a resolution of the Shareholders and/or contained within the duly adopted Bylaws of the Corporation.

The names and addresses of the initial Directors are:

Richard S. Ladd
2563 Glenloch Court
Orange Park, FL 32065

Robert B. Kahler
4135 Club Course Drive
North Charleston, SC 29420

ARTICLE VIII - RESTRAINT ON TRANSFER OF SHARES

The Shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLE IX - INDEMNIFICATION

The Corporation may indemnify any present or former Officer, incorporator, or Director, or person exercising powers and duties of a Director, to the full extent now or hereafter permitted by law.

ARTICLE X - AMENDMENT

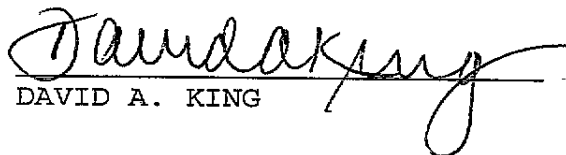
The Shareholders reserve the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or to adopt new provisions. These Articles of Incorporation may be amended by a simple majority vote (greater than 50.0%) of the voting stock of the Corporation that is present, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose. These Articles of Incorporation may be amended without a meeting as provided for in the Bylaws.

ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

David A. King
Attorney at Law
1416 Kingsley Avenue
Orange Park, Florida 32073

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 19th day of November, 2001.


DAVID A. KING

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

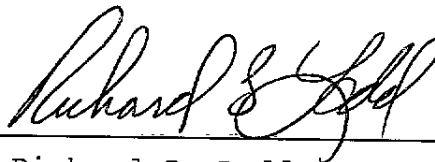
CollegeCoins Inc.

desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the State of Florida, has named as its Registered Agent to accept service of process within this State:

Richard S. Ladd
2563 Glenloch Court
Orange Park, FL 32065

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act.



Richard S. Ladd

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TALLAHASSEE, FLORIDA

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