

**Electronic Articles of Incorporation
For**

P06000082940
FILED
June 16, 2006
Sec. Of State
Ipooe

FIDELITY STUDENT LOAN, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

FIDELITY STUDENT LOAN, INC.

Article II

The principal place of business address:

601 CLEVELAND STREET
SUITE 350
CLEARWATER, FL. 33755

The mailing address of the corporation is:

601 CLEVELAND STREET
SUITE 350
CLEARWATER, FL. 33755

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

GREGORY F DIGIOVANNI
601 CLEVELAND STREET
SUITE 350
CLEARWATER, FL. 33755

I certify that I am familiar with and accept the responsibilities of registered agent.

P06000082940
FILED
June 16, 2006
Sec. Of State
Ipoole

Registered Agent Signature: GREGORY F. DIGIOVANNI

Article VI

The name and address of the incorporator is:

MICHAEL P. BRUNDAGE, ESQ.
JENNIS BOWEN & BRUNDAGE, P. L.
400 N. ASHLEY DRIVE, SUITE 2540
TAMPA, FL 33602

Incorporator Signature: MICHAEL P. BRUNDAGE, ESQ.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
ALEXANDER KARIS
579 SAGAMORE AVENUE, #76
PORTSMOUTH, NH. 03801

Title: S
ALEXANDER KARIS
579 SAGAMORE AVENUE, #76
PORTSMOUTH, NH. 03801

Title: VP
BENZION SPREI
518 MONMOUTH AVENUE
LAKEWOOD, NJ. 08701

Title: T
BENZION SPREI
518 MONMOUTH AVENUE
LAKEWOOD, NJ. 08701

Article VIII

The effective date for this corporation shall be:

06/16/2006