

P93000077002

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BASIC AMENDMENT

STUDENT FUNDING CORPORATION OF AMERICA, INC

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Amendment

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 5, 2001

STUDENT FUNDING CORPORATION OF AMERICA, INC.
P.O. BOX 5148
WINTER PARK, FL 32792-5148

SUBJECT: STUDENT FUNDING CORPORATION OF AMERICA, INC.
REF: P93000077002

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Darlene Connell
Corporate Specialist

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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
STUDENT FUNDING CORPORATION OF AMERICA, INC.**

Pursuant to the provisions of Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The following amendments of the Articles of Incorporation were adopted by unanimous consent of the Corporation's board of directors and by all of the shareholders of the only class entitled to vote on the matter on December 28, 2000, in accordance with Sections 607.0704 and 607.1003, Florida Statutes.

2. Article V of the Articles of Incorporation of the Corporation is deleted in its entirety and the following is substituted therefor:

"ARTICLE V: BOARD OF DIRECTORS

A. The number of Directors of this corporation shall be three.

B. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the affirmative vote of seventy-five percent (75%) of the shareholders, but the number of Directors shall never be less than one.

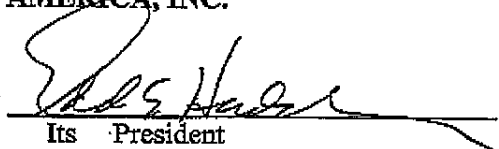
C. All shareholders are entitled to cumulate their votes for Directors by multiplying the number of votes to be cast by the number of directors for which they are entitled to vote and casting the product for a single candidate or distributing the product among two or more candidates.

D. The provisions of this Article V may be amended only by the affirmative vote of seventy-five percent (75%) of the shareholders."

3. This Amendment shall be effective upon filing with the Florida Secretary of State, Division of Corporations.

IN WITNESS WHEREOF, the undersigned officers of Student Funding Corporation of America, Inc., have executed these Articles of Amendment as of this 28 day of December, 2000.

**STUDENT FUNDING CORPORATION
OF AMERICA, INC.**

By: 

Its President

Edward E. Haddock, Jr.

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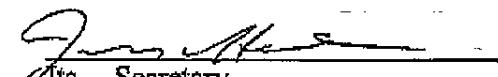
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ATTEST:


Its Secretary
James W. Heavener

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