



THE COMPANY CORPORATION

Three Christina Centre • 201 N Walnut Street • Wilmington, Delaware 19801 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

March 27, 1995

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

800001445258
-03/31/95--01080--014
*****70.00 *****70.00

RE: NSG Inc.
P33802P.NSSCH

Dear Sir or Madam:

Enclosed please find Articles of Incorporation, and our check(es) in the amount of \$70.00 for NSG Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 208 with questions regarding the enclosed application.

Sincerely,

Kimberly Andras

enc.

55 MAR 31 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/4/95



ARTICLES OF INCORPORATION
OF
NSG, Inc.

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be NSG, Inc.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 3939 Spoonbill Ct., Lakeland, FL 33813.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 1,000 shares of no par value.

SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Steven Schmidt and Marcel Harkey-Schmidt of
3939 Spoonbill Ct., Lakeland, FL 33813

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is Close Corporation.

NINTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

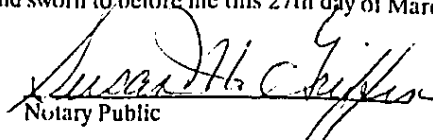
Kimberly Andras c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 27th day of March, 1995.

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 27th day of March, 1995 by Kimberly Andras.


Notary Public

This document was prepared by Kimberly Andras, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440


SUSAN M. GRIFFIN
NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term 2 Years

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHICH PROCESS MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is
submitted:

First, this NSG, Inc.
desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of Tallahassee, State of
Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL
32303-6643 as its agent for service of process within Florida.

Having been named 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 I further agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.


Larry Wolfe

3/27/95
Date



P95000026584
THE NATIONAL SCHOLARSHIP GROUP

"Fly Into Financial Freedom For College"

Phone# 941-644-7768 P.O. Box 1812 Lakeland, FL 33802 Fax# 1-800-555-4485

FILED
95 MAY 30 AM 10:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

To Whom It May Concern:

Attached is completed form of "Articles of Amendment to Articles of Incorporation of NSG, Inc." Enclosed are two copies of the cover letter and stamped envelope, for receipt an return of one copy back to NSG, Inc. Thank you for your cooperation in this matter.

Sincerely,

Marcel Harkey-Schmidt

Marcel Harkey-Schmidt

500001513395
-06/15/95-01023--005
*****35.00 *****35.00

RECEIVED
JUN 13 1995
DIVISION OF CORPORATIONS
STATE OF FLORIDA

Amend

6/13

JB

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

NSG, Inc.

dba:/ "The National Scholarship Group
(present name)

FILED
95 MAY 30 AM 10:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Amendment to the FIFTH should read:

The total authorized stock of this corporation is divided into 1,000 shares of par value. (par value being \$1.00)

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A as per your office Division of Corporations.

THIRD: The date of each amendment's adoption: March 27, 1995

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 25 of May, 19 95.

Signature Marcel Harkey-Schmidt - President
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Marcel Harkey-Schmidt - President

Typed or printed name

President

Title