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CAREY, O'MALLEY, WHITAKER & LINS, P.A.  
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May 2, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

FILED  
95 MAY -5 PM 5:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Education Accounts Administration, Inc.

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation. Please file one original and certify and return one original to me. A self-addressed envelope is included for your convenience. *Jf*

Also enclosed is our firm check in the amount of \$122.50, to cover the following costs:

1. Filing fee	\$35.00
2. Designation of Registered Agent	\$35.00
3. Certified copy of Charter	\$52.50

Total \$122.50

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & LINS, P.A.

*Nancy Barnes*  
Nancy Barnes, Legal Assistant

NRB/bf  
Enclosures

cc: Education Accounts Administration, Inc.  
20-8465

ARTICLES OF INCORPORATION  
OF  
EDUCATION ACCOUNTS ADMINISTRATION, INC.

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

ARTICLE 1

Name

The name of this corporation is:

EDUCATION ACCOUNTS ADMINISTRATION, INC.

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TALLAHASSEE, FLORIDA

ARTICLE 2

Mailing Address

The mailing address of this corporation is 300 E. 57th Street, New York, New York 10022.

ARTICLE 3

Shares

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

ARTICLE 4

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 100 South Ashley Drive, Suite 1190, Tampa, FL 33602, and the name of the initial registered agent of this corporation at that address is D. Michael Lins.

ARTICLE 5

Incorporator

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

Hannah E. Palmer  
300 E. 57th Street  
New York, New York 10022

ARTICLE 6

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

Hannah E. Palmer  
300 E. 57th Street  
New York, New York 10022

The method of election of directors will be as stated in the Bylaws.

ARTICLE 7

Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these  
Articles of Incorporation, this 1st day of <sup>MAY</sup> ~~APRIL~~, 1995.

Hannah E. Palmer  
Hannah E. Palmer

STATE OF NEW YORK )

COUNTY OF NEW YORK )

SS.

The foregoing instrument was acknowledged before me this  
1st day of MAY, 1995 by, Hannah E. Palmer who  
is personally known to me or who has produced Florida Driver's  
License # P456325689078 identification.

Venice R. Armstrong

Name typed/printed Venice R. Armstrong

Notary Public, State of NEW YORK

Commission No: \_\_\_\_\_

My Notary Commission Seal: VENICE R. ARMSTRONG

Notary Public, State of New York

No. 41349 11760

Qualified in Queens County

Certificate Filed in New York County

Commission Expires 6/16/96

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 accept the appointment of registered  
agent and agree to act in this capacity. I further agree to comply  
with the provisions of all statutes relating to the proper and  
complete performance of my duties, and I am familiar with and  
accept the obligations of my position as registered agent.

D. Michael Lins  
D. Michael Lins

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