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MAY 6th, 1996

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

RE: INCORPORATION OF THE COLLEGE SCHOLARSHIP SERVICE, INC.

Dear Secretary of State:

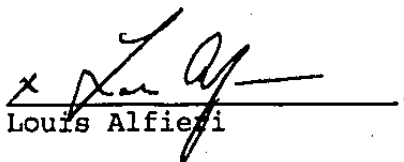
Enclosed find one original and a copy of the Articles of Corporation of THE COLLEGE SCHOLARSHIP SERVICE, INC. and our check made payable to the Secretary of State which includes the statutory filing fee. Your assistance in establishing this corporation is appreciated.

Upon validation kindly mail the Articles to:

Paralegal Associates
1725 E. Commercial Blvd.
Ft. Lauderdale, FL 33334

Kindly phone at (954) 491-3412 and speak with Mr. Aziz Nasir if there is any question or problem.

Respectfully,


Louis Alfieri

FILED
96 MAY 10 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL MAY 16 1996

ARTICLE OF INCORPORATION
OF
COLLEGE SCHOLARSHIP SERVICE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is COLLEGE SCHOLARSHIP SERVICE, INC.
The principal address of the corporation is: 11381 S.W. 1st Street
Plantation, Florida 33326.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the
transaction of any or all lawful business for which corporations may
be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have
authority to issue is one hundred (100) of no par value.

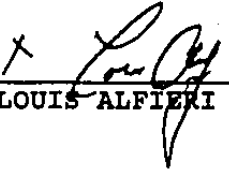
ARTICLE FIVE

The corporation will not commence business until it has received for
the issuance of shares consideration of the value of \$1,000.00
consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 11381 S.W.
1st Street, Plantation, Florida 33326, and the name of its initial
registered agent at such address is LOUIS ALFIERI.

I hereby am familiar with and accept the duties and responsibilities
as registered agent for said corporation.



LOUIS ALFIERI

ARTICLE SEVEN

The number of directors constituting the initial board of directors is one (1), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name		Mailing Address
LOUIS ALFIERI	- President	11381 S. W. 1st Street Plantation, FL 33326

ARTICLE EIGHT

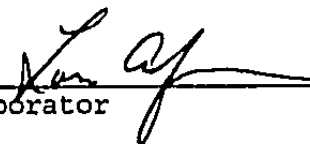
The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Name	Mailing Address
LOUIS ALFIERI	11381 S.W. 1st Street Plantation, FL 33326

(signed)

X 
Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing of the Articles of Incorporation.