

MARTIN BOSNICK
19410 N.E. 19th AVENUE
NORTH MIAMI BEACH, FL 33179
(305) 932-9820

May 23, 1996

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

700001844207
-05/30/96--01038--002
*****70.00 *****70.00

Re: College Financial Aid Services
of Florida, Inc.

Dear Sirs:

Enclosed please find my executed articles of incorporation
for the above named corporation, along with certificate of
registered agent, and my check in the sum of \$70.00 for the
filing fees and corporate charter. Please forward the charter
to me at my address shown above.

Very truly yours,

Martin Sosnick
Martin Sosnick

Enclosures

FILED
96 MAY 30 PM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Martin gave
OK to cancel ARTV
6/5*

BE 6/5

ARTICLES OF INCORPORATION
FOR
COLLEGE FINANCIAL AID SERVICES OF FLORIDA, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: CORPORATE NAME

The name of this corporation is COLLEGE FINANCIAL AID SERVICES OF FLORIDA, INC.

ARTICLE II: NATURE OF BUSINESS AND AUTHORITY

The purpose of the business to be transacted by this corporation is to provide counseling and application processing services to persons seeking financial aid and income subsidies to attend college or to obtain post-high school education.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that shall be initially authorized for issuance to and subscribed by the initial incorporator is one hundred (\$100.00) shares of common stock, having a par value of five (\$5.00) dollars per share. Such stock shall be paid for when issued upon such terms as the Board of Directors shall decide.

ARTICLE V: TERM OF EXISTENCE

This corporation shall have a perpetual existence, except insofar as the Board of Directors may determine otherwise, which existence shall commence upon the filing of these Articles.

ARTICLE V: RESIDENT AGENT AND REGISTERED OFFICE

The registered agent and registered office and the principal office of this corporation shall be:

MARTIN SOSNICK

1559 N.E. 167th Street
North Miami Beach, FL 33162

The Board of Directors reserve the authority to move the registered office to any other location in this State.

ARTICLE VII: BOARD OF DIRECTORS

The corporation shall initially have a single Director selected by the incorporator, whose membership may be increased up to three members from time to time by By-Laws proposed by the Board, and adopted by the stockholders, and may be likewise decreased, except that the number may never be less than one.

ARTICLE VIII: INITIAL DIRECTOR AND OFFICER

The names and addresses of the initial director and president of this corporation is:

MARTIN SOSNICK
19410 N.E. 19th Avenue
North Miami Beach, FL 33179

The person named above as the initial director and president of this corporation shall hold such offices until such time as he either resigns, or has a successor elected or appointed.

ARTICLE IX: INCORPORATORS

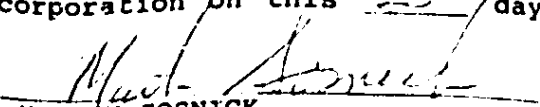
The name and address of the person signing these Articles of Incorporation as the incorporator of this corporation is:

MARTIN SOSNICK
19410 N.E. 19th Avenue
North Miami Beach, FL 33179

ARTICLE X: AMENDMENT

These articles of incorporation may be amended in the manner provided by law, by approval of the Board of Directors, upon the proposal and approval of the stockholders by at least a majority entitled to vote at a stockholders' meeting, unless the stockholders and directors all sign a written statement indicating their intention that a certain amendment of these articles be made.

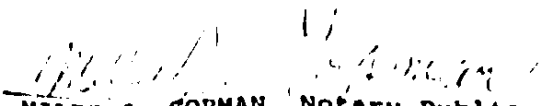
IN WITNESS WHEREOF, the undersigned incorporation/subscriber has executed these Articles of Incorporation on this 25 day of May, 1996.


MARTIN SOSNICK

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned Notary Public, authorized to take acknowledgments in the State of Florida, County of Dade, did personally appear MARTIN BOSNICK, who is personally known to me, and who is the person who executed the foregoing Articles of Incorporation in my presence, and who swore before me that he is the person who signed his name to the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 22 day of May, 1996.


MILES J. GOPMAN, Notary Public

SEAL:



MILES J. GOPMAN
My Commission OC280104
Expires Jun. 22, 1998
Bonded by HAI
800-222-1999

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
FOR
COLLEGE FINANCIAL AID SERVICES OF FLORIDA, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034, the above named corporation, desiring to organize under the laws of the State of Florida, has named as its registered agent MARTIN SOSNICK, and has designated as its registered office the following address: 1559 N.E. 167th Street, North Miami Beach, Florida 33162, as indicated in its Articles of Incorporation. The named registered agent will be located at the corporation's registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office.


MARTIN SOSNICK, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA