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CARLOS M. FERNANDEZ, P.A.
CERTIFIED PUBLIC ACCOUNTANT

Member of American Institute
of Certified Public Accountants

Member of Florida Institute
of Certified Public Accountants

2600 Douglas Road, Suite 708
Coral Gables, Florida 33134

Phone: (305) 448-8988
Fax: (305) 448-3004

December 6, 1996

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

To whom it may concern:

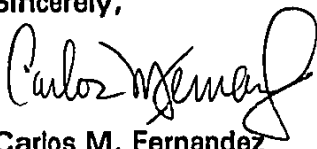
Enclosed please find one (1) copy and the original Articles of Incorporation and a check for \$122.50 for the State recording fee for the incorporation of College Aid Research Experts, Inc.

The State Certified copy of the articles and State of Florida Certificate for this corporation should be mailed to:

Carlos M. Fernandez, P.A.
2600 Douglas Road, Suite #708
Coral Gables, Florida 33134

If you have any questions, please contact the undersigned.

Sincerely,



Carlos M. Fernandez

Encl.
CMF/db

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
COLLEGE AID RESEARCH EXPERTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator for the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name and address of the corporation shall be:

College Aid Research Experts, Inc.
3504 Royal Palm Avenue
Coconut Grove, Florida 33133

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mail address of this corporation shall be:

3504 Royal Palm Avenue
Coconut Grove, Florida 33133

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1000 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

Ersull Ramirez
3504 Royal Palm Avenue
Coconut Grove, Florida 33133

ARTICLE VII

The initial Board of Directors shall consist of a total of 1 person and the name of the person who is to serve as an initial director is:

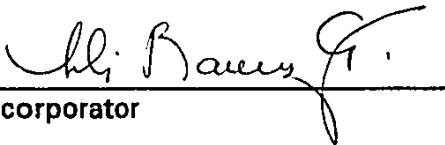
Ersuli Ramirez
3504 Royal Palm Avenue
Coconut Grove, Florida 33133

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Ersuli Ramirez
3504 Royal Palm Avenue
Coconut Grove, Florida 33133

The undersigned has executed these Articles of Incorporation this 9th day of December, 1996.



Incorporator

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

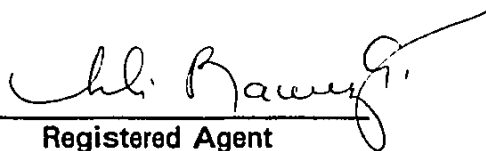
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section §607.0501, Florida statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that College Aid Research Experts, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named Ersuli Ramirez, located at Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS 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.

SIGNATURE


Registered Agent