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February 3, 1997
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State of Florida
Corporate Record Bureau
P.O. Box 6327
Tallahassee,
Florida 32301

400002078134--6
-02/05/97--01041--004
****122.50 ****122.50

Re: FLORIDA COLLEGE FUNDING, INC.

Enclosed find the proposed Articles for the above corporation,
for filing, and my check for \$122.50.

Please send me a Certified Copy of the articles.

Thank you for your cooperation.


Richard O. Breithart

FILED
97 FEB -5 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
2-6-97

STATE OF FLORIDA
ARTICLES OF CORPORATION
of

FLORIDA COLLEGE FUNDING, INC.

FILED
97 FEB -5 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I, NAME

The name of this corporation shall be:

FLORIDA COLLEGE FUNDING, INC.

ARTICLE II, DURATION

The corporation shall have a perpetual existence.

ARTICLE III, PURPOSE

This corporation is organized under Chapter 607, Florida Statutes, General Corporation Act, as a for profit corporation, and may engage in any activity or business, unless otherwise prohibited by law.

ARTICLE IV, CAPITAL STOCK

This corporation is authorized to issue 1000 shares of one dollar (\$1.00) par value common stock.

ARTICLE V, DIRECTORS

The corporation shall have one director initially but the number of directors may be increased or decreased from time to time as provided by the by-laws. The number shall never be less than one. The name and address of the first director is:

ROLF KAHN
2233 N. W. 30th. Road
Boca Raton
Florida 33431

ARTICLE VI, INCORPORATOR

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

ROLF KAHN
2233 N. W. 30th. Road
Boca Raton, Florida 33431

ARTICLE VII, INITIAL REGISTERED AGENT AND
REGISTER OFFICE AND PRINCIPAL PLACE OF BUSINESS

ROLF KAHN

Registered Office and Principal Place of Business:

2233 N. W. 30th. Road

Boca Raton, Florida 33431

Telephone Number 561-994-5538

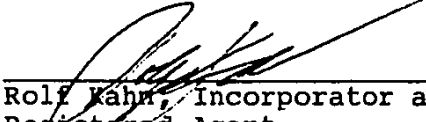
ARTICLE VIII, AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment hereto, and any right conferred upon the shareholders is subject thereto.

ARTICLE IX, DUTIES AND RESPONSIBILITIES OF REGISTERED AGENT

I further state that I am familiar with and accept the duties and responsibilities as Registered Agent for this corporation.

STATE OF FLORIDA :
PALM BEACH COUNTY :



Rolf Kahn, Incorporator and
Registered Agent

Before me this 31st day of January, 1997,
personally appeared ROLF KAHN, who is personally known to me,
who being duly sworn, deposes and says the facts stated herein
are true to the best of his knowledge.

Notary Printed Name,
Commission Expires,
Commission Number,
Seal



Notary Public

