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WARD & WARD

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GAINESVILLE, FLORIDA 32607-2380

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PETER HAY WARD

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HAMILTON WARD (1829-1898)
HAMILTON WARD, JR. (1871-1932)
HAMILTON WARD, III (1905-1981)
JOHN C. WARD (1906-1970)

June 1, 1998

Secretary of State
Division of Corporations
Charter Section
P.O. Box 6327
Tallahassee, FL 32314

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-06/02/98--01004--030
*****70.00 *****70.00


Dear Sir or Madam:

Enclosed you will find Articles of Incorporation and Acceptance of Resident Agent for *CYTRIX SOFTWARE, INC.* and *COLLEGESOFT, INC.* Please file both of these in your usual manner.

Also, enclosed are my office checks in the amount of \$70.00 each, this represents the filing fees and registered agent designations.

Sincerely,

WARD & WARD



Peter H. Ward

PHW/cj
Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
COLLEGESOFT, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I NAME

The name of the corporation is:

COLLEGESOFT, INC.

ARTICLE II TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III NATURE AND PURPOSE OF BUSINESS

The purpose for which this corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV GENERAL POWERS

This corporation shall have the following powers as well as such broader powers as the State of Florida shall from time to time authorize by statute or common law:

- (1) 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.
- (2) 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.
- (3) 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.

(4) To lend money to, and use its credit to assist its officers and employees, including any officer or employee who is a director of the corporation of a subsidiary, whenever, in the judgment of the director (s), such loan, guaranty, or assistance may reasonably be expected to benefit the corporation. The loan, guaranty, or other assistance may be with or without interest and may be unsecured or secured in such manner as the Board of Directors shall approve, including, without limitation, a pledge of shares of stock of the corporation. Nothing herein shall be deemed to deny, limit, or restrict the powers of guaranty or warranty of the corporation at common law or under any statute.

(5) 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.

(6) 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.

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

(8) To conduct its business, carry on its operations, and have offices and exercise the powers granted by Florida statute within or without Florida.

(9) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(10) To make and alter By-Laws, not inconsistent with these Articles of Incorporation or with the laws of Florida, for the administration and regulation of the affairs of the corporation.

(11) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(12) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(13) 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.

(14) To be a promoter, incorporator, general partner, limited partnership, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(15) To sue and be sued, complain, and defend in its corporate name.

(16) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(17) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLES V INITIAL CORPORATE ADDRESS/MAILING ADDRESS

The mailing address and the initial address of the corporation is COLLEGESOFT, INC., c/o Registered Agent at 5234 SW 97th Drive, Gainesville, FL 32608.

ARTICLE VI CAPITAL STOCK

The corporation shall have authority to issue fifty thousand (50,000) shares of common stock all of one class, with a par value of one cent (\$0.01) per share. No preemptive rights are to be granted shareholders. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. Holders of the outstanding capital stock shall be entitled to receive, when and as declared by the board of directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE VII REGISTERED OFFICE

The initial street address in Florida of the initial registered office of the corporation is 5234 SW 97th Drive, Gainesville, FL 32608 and the name of the initial registered agent at such address is Chris Douglass.

ARTICLE VIII DIRECTORS

The board of directors shall consist of from 1-7 directors as may be more specifically stated in the By-Laws of the corporation. Directors need not be residents of the State of Florida nor shareholders of the corporation. The name and address of the persons who shall serve as directors until the first annual meeting of shareholders and until his successor shall have been elected and qualified, or until his earlier resignation or death, is as follows:

Chris Douglass, COLLEGESOFT, INC., of 5234 SW 97th Drive, Gainesville, FL 32608.

ARTICLE IX INITIAL INCORPORATOR

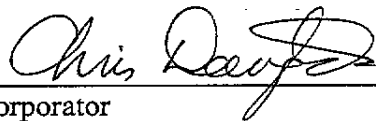
The name and address of the initial incorporator is as follows:

Chris Douglass, COLLEGESOFT, INC., of 5234 SW 97th Drive, Gainesville, FL 32608.

ARTICLE X AMENDMENTS

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the issued and outstanding common shares.

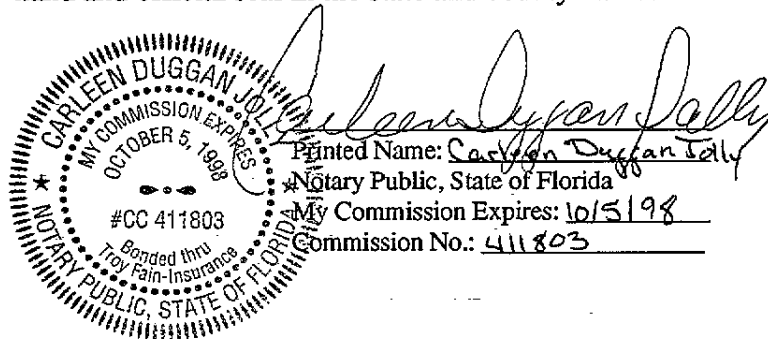
IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Gainesville, Florida, on this June 1, 1998.


Incorporator

STATE OF FLORIDA)
)SS
COUNTY OF ALACHUA)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Chris Douglass, who is personally known to me or has produced a Florida Driver's Licence as identification showing him to be the person described and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the state and county named above this June 1st, 1998.



FILED

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
Charter Section
P.O. Box 6327
Tallahassee, FL 32314

Re: COLLEGESOFT, INC.

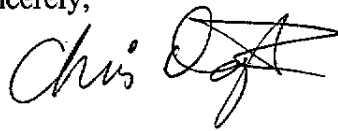
Dear Madam or Sir:

In accordance with Section 607.0501 of Florida Statutes, the undersigned designee of

COLLEGESOFT, INC.

is familiar with the duties and responsibilities as registered agent and accepts appointment as registered agent of the Corporation in Florida: 5234 SW 97th Drive, Gainesville, FL 32608.

Sincerely,

A handwritten signature in black ink, appearing to read "Chris Douglass", with a stylized flourish at the end.

Chris Douglass