

P99000013402

February 2, 1999

Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

Sir/Madam:

400002768524--3

-02/08/99--01175--007

*****78.75 *****78.75

Please file the enclosed articles of Incorporation and certificate of designation of registered agent/office. Enclosed are the following:

- An original Articles of Incorporation
- An original Certificate of Designation of Registered Agent/Office
- Check in the amount of \$122.50

Please provide a certified copy of the Articles of Incorporation.

Corporate Name: Federal Student Services, Inc.

Incorporator's Name: Mark A. Margulies
Address: 17980 NE 31st Court, Unit 1313
Aventura, Florida 33160

Daytime Phone: (305) 799-9300

Please send responses or receipts concerning this filing to the above address.

Thank you,

Mark A. Margulies

Mark A. Margulies

FILED
99 FEB -8 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
FEDERAL STUDENT SERVICES, INC.

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of Incorporation for the purpose of forming a for-profit corporation.

Article 1. The name of the Corporation is:

Federal Student Services, Inc.

Article 2. The principal place of business and mailing address of the corporation is:

2500 East Hallandale Beach Boulevard, Suite 803, Hallandale, Florida 33009

Article 3. The corporation is authorized to issue one class of stock, that being 1,000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

Article 4. The name and address of the corporation's initial registered agent is:

*Murray Linder 2500 East Hallandale Beach Blvd., Suite 803
Hallandale, Florida 33009*

Article 5. The name and address of the incorporator of the this corporation is:

Mark A. Margulies 17980 NE 31st Court, #1313, Aventura, Florida 33160

Article 6. No Director shall be liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below.

Date: 2/1/99

Name of Incorporator: MARK A. MARGULIES

Signature of Incorporator: *Mark A. Margulies*

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99 FEB -8 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

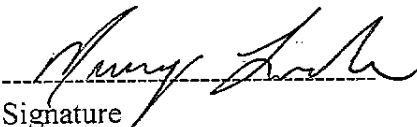
1. The name of the corporation is:

Federal Student Services, Inc.

2. The name and address of the corporation's registered agent and office is:

Murray Linder
2500 East Hallandale Beach Boulevard
Suite 803
Hallandale, Florida 33009

Having been named as the 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

2-1-99
Date

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99 FEB -8 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA