



THE UNITED STATES  
CORPORATION  
COMPANY

P9900034917

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99 APR 15 AM 8:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 205728 7182043

AUTHORIZATION :

*Patricia Pajuts*

COST LIMIT : \$ 70.00

ORDER DATE : April 14, 1999

ORDER TIME : 9:45 AM

ORDER NO. : 205728-005

3000002841113--7

CUSTOMER NO: 7182043

CUSTOMER: Mr. Martin J. Ehrlich  
MR. MARTIN J. EHRLICH  
MR. MARTIN J. EHRLICH  
Suite 601  
4040 Galt Ocean Drive  
Fort Lauderdale, FL 33308

DOMESTIC FILING

NAME: SCHOLARSHIP.COM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

99 APR 15 PM 3:15

12-00-00000000

*PH*  
*4/16/99*

ARTICLES OF INCORPORATION  
OF

SCHOLARSHIP.COM, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SCHOLARSHIP.COM, INC.

The address of the principal office of this corporation shall be 4040 Galt Ocean Drive, #601, Ft. Lauderdale, Florida 33308 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares voting at \$1.00 par 500,000,000 non voting at \$1.00 par.

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ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

Martin J. Ehrlich

4040 Galt Ocean Dr., #601  
Ft. Lauderdale, Florida 33308

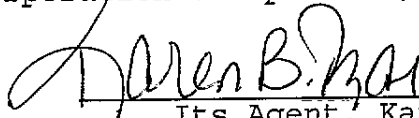
ARTICLE VII. INCORPORATOR

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The name and street address of the incorporator of these Articles of Incorporation:

The Company Corporation  
1013 Centre Road  
Wilmington, Delaware 19805

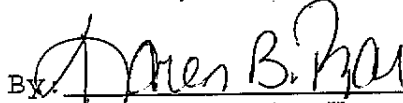
The undersigned incorporator has executed these Articles of Incorporation on April 15, 1999.



Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

BY 

Its Agent, Karen B. Rozar

Authorized Service Representative  
Corporation Service Company

FWN/JANNA WILSON