



THE UNITED STATES
CORPORATION
COMPANY

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ACCOUNT NO. : 072100000032

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REFERENCE : 342107 118517A

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 78.75

ORDER DATE : August 16, 1999

ORDER TIME : 10:49 AM

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CUSTOMER NO: 118517A

CUSTOMER: Robert W. Bivins, Esq
FULLER HOLSONBACK & BIVINS
FULLER HOLSONBACK & BIVINS
Suite 2650
100 N. Tampa Street
Tampa, FL 33602

DOMESTIC FILING

NAME: SAKS COLLEGE FUND, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

PH 8/16/99

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SAKS COLLEGE FUND, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of SAKS College Fund, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

SAKS COLLEGE FUND, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal business office and mailing address of the corporation is:

c/o Jeffrey M. Fuller
Fuller, Holsonback & Bivins, P.A.
100 North Tampa Street, Suite 2650
Tampa, Florida 33602

ARTICLE III. CAPITAL STOCK

The number of shares of capital stock that the corporation is authorized to issue is 100 shares of common stock, having a par value of \$.01 per share.

ARTICLE IV. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The name and street address of the initial two directors are:

<u>Name</u>	<u>Address</u>
Rene J. Zarate	2303 Sunview Avenue Valrico, Florida 33594
Ray Ploucher	3704 West Swann Avenue Tampa, Florida 33609

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is c/o Fuller, Holsonback & Bivins, P.A., 100 North

Tampa Street, Suite 2650, Tampa, Florida 33602, and the name of the corporation's initial registered agent at the address is Jeffrey M. Fuller.

ARTICLE VI. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at the time and on the date these Articles of Incorporation are filed with the Florida Department of State.

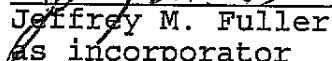
ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Jeffrey M. Fuller
Fuller, Holsonback & Bivins, P.A.
100 North Tampa Street, Suite 2650
Tampa, Florida 33602

The incorporator assigns to this corporation his rights under Section 607.0201 Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as an incorporator to acquire any of the capital stock of this corporation; this assignment shall become effective on the date corporate existence begins.

EXECUTION DATE: August 13, 1999



Jeffrey M. Fuller
as incorporator

rwb\saks\articles

SAKS COLLEGE FUND, INC.

ACCEPTANCE OF REGISTERED AGENT

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Pursuant to Sections 48.091 and 607.0501, Florida Statutes,
the following is submitted:

That SAKS College Fund, Inc., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at c/o Jeffrey M. Fuller, Fuller, Holsonback & Bivins, P.A., 100 North Tampa Street, Suite 2650, Tampa, Florida 33602, has named Jeffrey M. Fuller, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for SAKS College Fund, Inc., at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 607.0501, Florida Statutes.

EXECUTION DATE: August 13, 1999



Jeffrey M. Fuller