



Department of State.

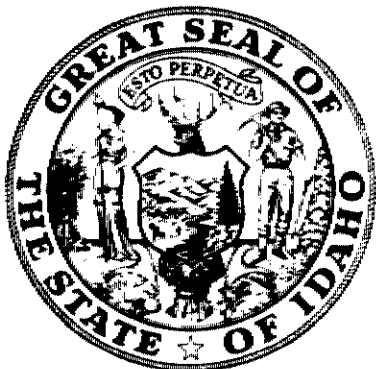
**CERTIFICATE OF AUTHORITY
OF
EDUCATIONAL ASSISTANCE SERVICE COMPANY, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that
duplicate originals of an Application of EDUCATIONAL ASSISTANCE SERVICE COMPANY, INC.

_____ for a Certificate of Authority to transact business in this State,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of
Authority to EDUCATIONAL ASSISTANCE SERVICE COMPANY, INC.
to transact business in this State under the name EDUCATIONAL ASSISTANCE SERVICE COMPANY,
INC.
_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated October 26, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

Sandra M. Santos
Corporation Clerk

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APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Educational Assistance Service Company, Inc.

2. The name which it shall use in Idaho is Educational Assistance Service Company, Inc.

(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)

3. It is incorporated under the laws of the State of South Dakota

4. The date of its incorporation is October 31, 1984 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is

115 First Avenue Southwest, Aberdeen, SD 57401

6. The address to which correspondence should be addressed, if different from that in item 5.

same as 5 above.

7. The street address of its proposed registered office in Idaho is 608 Hays Street, Boise, Idaho

83702, and the name of its proposed

registered agent in Idaho at that address is Joseph M. Coughlan

8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:

to render services and consultation work relating to the procurement, administration, and financing of student loans and to engage in all other activities in conjunction therewith.

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>Manley B. Feinstein</u>	<u>Director</u>	<u>Mina Lake, Mina, SD 57462</u>
<u>V. G. Stoia</u>	<u>Director & VP</u>	<u>1022 North Main, Aberdeen, SD 57401</u>
<u>James Bishop</u>	<u>Director & Pres.</u>	<u>2900 NW 60th, Aberdeen, SD 57401</u>
<u>A. Norg Sanderson</u>	<u>Director & Sec/Trea.</u>	<u>316 NE 21st Ave., Aberdeen, SD 57401</u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

(continued on reverse)

Name	Office	Address

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 10/1/87

EDUCATIONAL ASSISTANCE SERVICE COMPANY, INC.
(Corporation Name)

By James Bishop
Its President/Vice President (please specify)
and [Signature]
Its Secretary/Assistant Secretary (please specify)

STATE OF SOUTH DAKOTA)
) ss:
COUNTY OF BROWN)

I, Linda Pellvitt, a notary public, do hereby certify that on
this October day of 1, 19 87, personally appeared before
me James Bishop, who being by me first duly sworn, declared that (s)he
is the President of Educational Assistance Service Company, Inc.

that (s)he signed the foregoing document as President of the corporation and that
the statements therein contained are true.

Linda Pellvitt
Notary Public

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OFFICE OF STATE

STATE OF SOUTH DAKOTA



OFFICE OF THE SECRETARY OF STATE

Certificate of Good Standing Domestic Corporations

I, JOYCE HAZELTINE, Secretary of State of the State of South Dakota, do hereby certify
that..... EDUCATIONAL ASSISTANCE SERVICE COMPANY, INC.....
was duly incorporated under the laws of this state on October 31, 1984
for..... perpetual years.

I further certify that said corporation has complied with the laws of this State relative to the formation of corporations of its kind and is now a regularly and properly organized and existing corporation under the laws of this State and is in good standing, as shown by the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the corporation's financial condition or business activities and practices. Such information is not available from this office.



IN TESTIMONY WHEREOF, I have hereunto
set my hand and affixed the Great Seal of the
State of South Dakota, at Pierre, the Capital,
this 21st day of
..... October A.D. 19.87....
Joyce Hazeltime
Secretary of State
.....
Deputy