

10-02-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RE 1

102238136

J.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Direct III Marketing, Inc.

9-30-02

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: Education Lending Group, Inc.

Internal Address: Suite 210

Street Address: 12760 High Bluff Drive

City: San Diego State: CA Zip: 92130

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 05/21/2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 76/361734; see Exhibit A attached

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Jessica S. Sachs

Internal Address: Thompson Hine LLP

Street Address: 2000 Courthouse Plaza NE 10 W. Second St.

City: Dayton State: OH Zip: 45402

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 3.41) \$ 190.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

FINANCE SECTION

DO NOT USE THIS SPACE

9. Signature.

Jessica S. Sachs Name of Person Signing

Jessica Sachs Signature

9/24/02 Date

5

10/01/2002 DBYRNE 00000089 76361734

Total number of pages including cover sheet, attachments, and document:

01 FC:481 02 FC:482

40.00 OP 150.00 OP

Documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

Exhibit A to Recordation Cover Sheet

Trademark	Serial No.	Filing Date
EDLENDING	76/361734	23-Jan-2002
EDUCATION FUNDING RESOURCES	76/369787	12-Feb-2002
EDUCATION LENDING GROUP	76/347600	11-Dec-2001
EDUCATION LENDING GROUP & DESIGN	76/398375	19-Apr-2002
EDUCATIONLENDINGGROUP	76/361736	23-Jan-2002
STUDENT LOAN XPRESS	76/335795	08-Nov-2001
GRAD PARTNERS	76/137,760	29-Sep-2000

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
DIRECT III MARKETING, INC.**

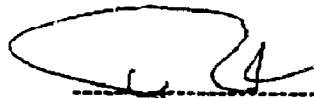
The corporation was originally incorporated under the name DIRECT III MARKETING, INC. The original Certificate of Incorporation for DIRECT III MARKETING, INC. was filed with the Secretary of State of the State of Delaware on March 26, 1999. This Amended and Restated Certificate of Incorporation has been duly adopted and executed in accordance with Sections 103, 242 and 245 of the Delaware General Corporation Law.

1. The name of the corporation is: EDUCATION LENDING GROUP, INC.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, located in the County of New Castle. The name of its registered agent is The Corporation Trust Company.
3. The nature of the business or purposes to be conducted or promoted is: To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.
4. The Corporation shall have authority to issue fifty million (50,000,000) shares of capital stock, consisting of forty million (40,000,000) shares of common stock, par value \$.001 per share and ten million (10,000,000) shares of preferred stock, par value \$.001 per share. The Board of Directors may, by resolution or resolutions, designate and fix the powers, preferences and rights and the qualifications, limitations or restrictions of any number of series of preferred stock of the Corporation.
5. The name and mailing address of the sole incorporator is as follows:
Daniel P. O'Brien
Klehr, Harrison, Harvey, Branzburg & Ellers LLP 1401 Walnut Street
Philadelphia, PA 19102
6. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the Corporation.
7. Elections of Directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.
8. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.
9. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

except (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

10. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of ss.291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of ss.279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

I, THE UNDERSIGNED, being an authorized officer of corporation, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 21st day of May, 2002.



Douglas L. Feist, Executive Vice President,
Secretary and General Counsel

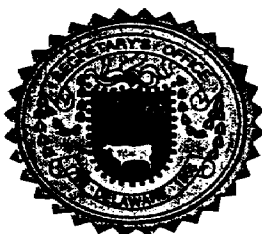
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "DIRECT III MARKETING, INC.", CHANGING ITS NAME FROM "DIRECT III MARKETING, INC." TO "EDUCATION LENDING GROUP, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MAY, A.D. 2002, AT 1 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3020922 8100

020323827

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1788407

DATE: 05--21--02

RECORDED: 09/30/2002

TRADEMARK
REEL: 002591 FRAME: 0246