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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

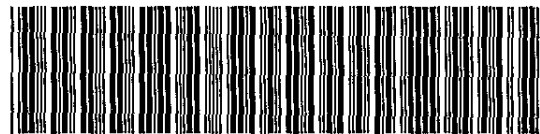
(Business Entity Name)

(Document Number)

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: CU Direct Corporation

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Terry Acozzano

(Name of Person)

CU Direct Corporation

(Firm/Company)

P.O. Box 3600

(Address)

Rancho Cucamonga, CA 91729

(City/State and Zip code)

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For further information concerning this matter, please call:

Terry Acozzano

(Name of Person)

at (**909**) **481-2302**

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. CU Direct Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Nevada 3. 95-4512320
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. December 23, 2003 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. March 2003 F02-4779, withdrawn
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification" (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 9500 Cleveland Avenue, Suite 220, Rancho Cucamonga, CA 91730
(Principal office address)

P.O. Box 3600, Rancho Cucamonga, CA 91729
(Current mailing address)

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8. Provide credit unions with computerized retail installment sales contract approval services.
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: National Corporate Research, Ltd., Inc.

Office Address: 103 N. Meridian Street

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Wayne Rafarelli, V.P.
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.
12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Diana Dykstra

Address: 3880 Constellation Road

Lompoc, CA 93436

Vice Chairman: Henry Wirz

Address: 3720 Madison Avenue

North Highlands, CA 95660

Director: Jim Jordan

Address: 1485 Response Road, Suite 126

Sacramento, CA 95815

Director: Patsy Van Ouwerkerk

Address: 1 Travis Way

Vacaville, CA 95697

B. OFFICERS

President: Anthony Boutelle

Address: 9500 Cleveland Avenue, Suite 220

Rancho Cucamonga, CA 91730

Vice President: Jerry Neemann

Address: 9500 Cleveland Avenue, Suite 220

Rancho Cucamonga, CA 91730

Secretary: Jim Jordan

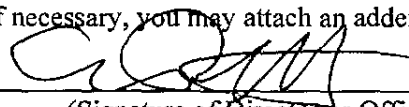
Address: 1485 Response Road, Suite 126, Sacramento, CA 95815

Treasurer: Patsy Van Ouwerkerk

Address: 1 Travis Way, Vacaville, CA 95697

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____



(Signature of Director or Officer listed in number 12 of the application)

14. Anthony Boutelle, President & CEO

(Typed or printed name and capacity of person signing application)

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**Application By Foreign Corporation for
Authorization to Transact Business in Florida
Attachment for CU Direct Corporation**

12. Names and business addresses of officers and/or directors:

A. DIRECTORS (Cont'd)

Director: Joe Brancucci
12770 Gateway Drive
Tukwila, WA 98168

Director: Terry Halleck
6507 4th Avenue
Sacramento, CA 95817

Director: Barry Jolette
411 Middlefield Road
Redwood City, CA 94063

Director: Marge McNaught
19867 Prairie Street
Chatsworth, CA 91311

Director: Larry Wilson
333 St. Albans Drive
Raleigh, NC 27609

B. OFFICERS (Cont'd)

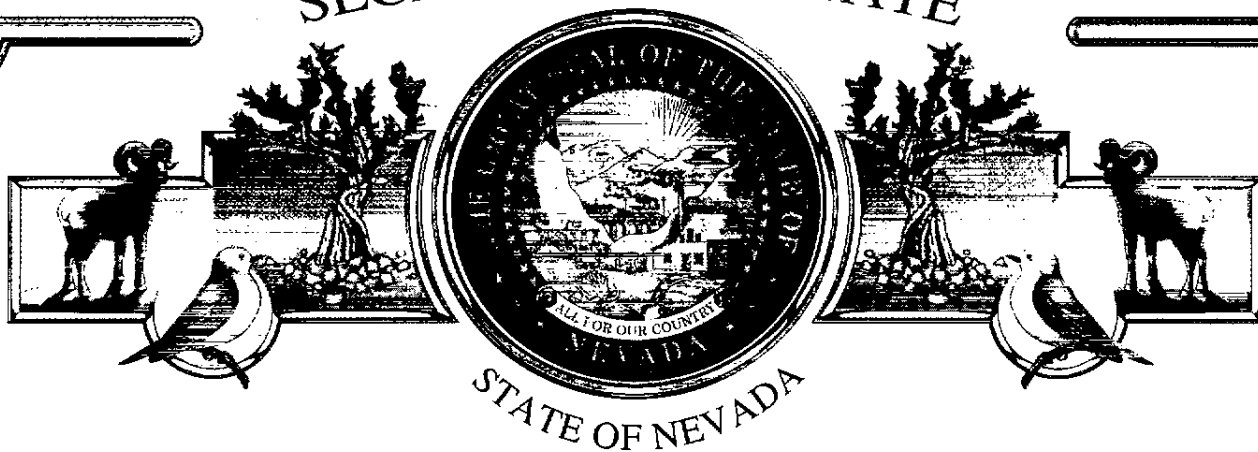
Treasurer: Patsy Van Ouwkerk
1 Travis Way
Vacaville, CA 95697

Vice President: Kip Haas
9500 Cleveland Avenue, Suite 220
Rancho Cucamonga, CA 91730

Vice President: Kenneth Kramer
9500 Cleveland Avenue, Suite 220
Rancho Cucamonga, CA 91730

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SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

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I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **CU DIRECT CORPORATION**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 23, 2003, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on April 21, 2004.



Dean Heller

DEAN HELLER
Secretary of State

By *Joann Carson*

Certification Clerk