

F98000004621

7995 EAST HAMPDEN AVENUE, SUITE 200, DENVER, COLORADO 80231

MEMBER'S PREFERRED LEASING

Department of State
Amendment Section
P O Box 6327
Tallahassee, FL 32314

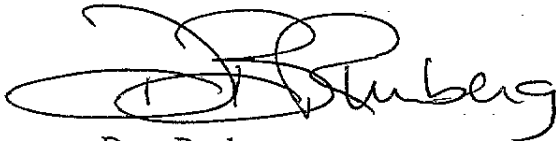
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-09/27/99-01162-001
*****35.00 *****35.00

September 23, 1999

Dear Dept of State,

Attached please find the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida to change our name from BMC Leasing, Ltd. to Member's Preferred Leasing, Ltd., a check for \$35.00 filing fee and the certificate evidencing the amendment. If you have any questions please call 303-231-2693.

Sincerely,



Dave Runberg
CFO

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 NOV -4 PM 2:12

Dave Runberg authorized
to add INC. to present
name and the new name

Name Change
LFO

MEMBER'S PREFERRED LEASING

888.355.2865 FAX 303.306.3248

11-8-99

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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1. BMC Leasing, LTD. INC.

Name of corporation as it appears on the records of the Department of State.

2. Colorado

Incorporated under laws of

3. 8/13/98

Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 5/10/99

5. Member's Preferred Leasing, LTD. INC.

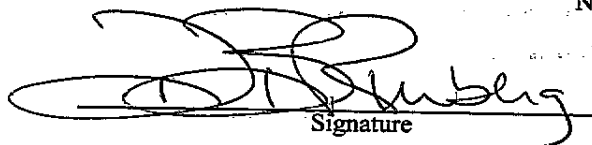
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

N/A
New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A
New Jurisdiction


Signature

9-23-99

Date

David B. Runberg
Typed or printed name

CFO

Title



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT ACCORDING TO THE RECORDS OF
THIS OFFICE, ARTICLES OF AMENDMENT WERE FILED ON MAY 10,
1999 CHANGING THE CORPORATE NAME OF

BMC LEASING, LTD.
(COLORADO CORPORATION)

TO

MEMBER'S PREFERRED LEASING, LTD.

AND IS DULY ORGANIZED AND IN GOOD STANDING AND IS AUTHORIZED
AND COMPETENT TO TRANSACT ITS BUSINESS OR CONDUCT ITS
AFFAIRS WITHIN THE STATE OF COLORADO.

Dated: September 09, 1999

Donetta Davidson

SECRETARY OF STATE

DPC - 19941079448

NOTED BY SECRETARY
COLORADO DIVISION OF STATE

STOCK CHANGE
CHANGE OF
R.O.R.A.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BMC LEASING, LTD.

19991088844 C
\$ 60.00
SECRETARY OF STATE
05-10-1999 14:38:26

The name of the Corporation is BMC Leasing, Ltd. The Amended and Restated Articles of Incorporation contained herein were adopted by the unanimous vote of the Board of Directors and Shareholders on May 6th, 1999, at a combined meeting of the Board of Directors and Shareholders duly called and legally held. The Amended and Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation, as amended, and supersede the original Articles of Incorporation and all amendments and supplements thereto.

ARTICLE I

Name

The name of the Corporation is Member's Preferred Leasing, Ltd. *mcgs*

ARTICLE II

Purpose and Powers

The purpose for which the Corporation is organized is to transact all lawful business for which corporations may be incorporated pursuant to the Colorado Business Corporation Act.

ARTICLE III

Capital Stock

3.1 Authorized Shares. The Corporation shall have authority to issue 50,000 shares of common stock. /

3.2 Preemptive Rights. Shareholders shall not have the preemptive right to acquire additional unissued or treasury shares of the Corporation or securities convertible into shares or carrying stock purchase warrants or privileges.

3.3 Cumulative Voting. Cumulative voting shall not be used in the election of directors or for any other purpose.

3.4 Transfer Restrictions. The Corporation shall have the right by appropriate action to impose restrictions upon the transfer of any shares of its common stock, or any interest therein, from time to time issued, provided that such restrictions, or notice thereof, shall be set forth upon the face or back of the certificates representing such shares of common stock.

3.5 Majority Vote. Where the Colorado Business Corporation Act requires the affirmative vote or concurrence in any action by the holders of two-thirds of the outstanding shares, series, or class of shareholders entitled to vote thereon, such action may be taken by the vote or concurrence of a simple majority of such shares, series, or class thereof.



ARTICLE IV
Registered Office and Registered Agent

The address of the registered office of the Corporation is 7995 East Hampden, Suite 200, Denver, Colorado 80231.

The name of the registered agent of the Corporation at such address is Stephen O. Bentley.

ARTICLE V
Principal Office

The address of the principal office of the Corporation is 7995 East Hampden, Suite 200, Denver, Colorado 80231.

ARTICLE VI
Board of Directors

The Board of Directors of the Corporation shall consist of one or more individuals, with the number specified in or fixed in accordance with the bylaws, who are to serve as the directors of the Corporation until their successors are elected and qualified.

ARTICLE VII
Indemnification

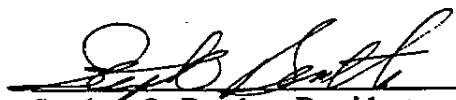
The Corporation shall indemnify, to the maximum extent permitted by law, any person who is or was a director, officer, agent, fiduciary, or employee of the Corporation against any claim, liability, or expense arising against or incurred by such person made party to a proceeding because he is or was a director, officer, agent, fiduciary, or employee of the Corporation or because he is or was serving another entity as a director, officer, partner, trustee, employee, fiduciary, or agent at the Corporation's request. The Corporation shall further have the authority to the maximum extent permitted by law to purchase and maintain insurance providing indemnification to such persons for such liabilities, whether or not the Corporation would have the power to indemnify the person against the same liability under the Colorado Business Corporation Act.

ARTICLE VIII
Limitation of Liability

There shall be no personal liability of a director to the Corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director, except that said personal liability shall not be eliminated to the Corporation or to the shareholders for monetary damages arising due to (i) any breach of the director's duty of loyalty to the Corporation or to the shareholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of

law, (iii) voting for or assenting to a distribution in violation of Code Section 14-2-832, or (iv) any transaction from which a director derived an improper personal benefit. Nothing contained herein will be construed to deprive any director of any right he may have for contribution from any other director or other person. Notwithstanding any other provisions herein, personal liability of a director shall be eliminated to the greatest extent possible as is now, or in the future, provided for by law.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, and being a natural person over the age of eighteen years, has executed said Amended and Restated Articles of Incorporation as of the 6 th day of May, 1999.

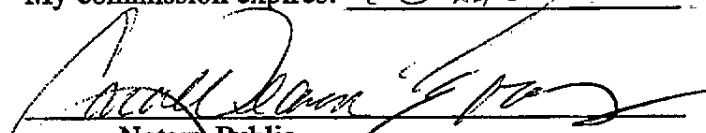

Stephen O. Bentley, President

STATE OF COLORADO)
) ss.
CITY AND COUNTY OF DENVER)

I, the undersigned, certify that Stephen O. Bentley, personally appeared before me and swore to the truth of the facts herein stated. Witness my hand and official seal this 6 day of May, 1999.

[SEAL]

My commission expires: 05/20/01


Notary Public