

F99000000766

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Bentley Management Corporation dba CU Member Lending
(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:

600002614666--6
-08/13/98--01038--002
*****78.75 *****78.75

Bob Delong
(Name of Person)

W98-18485

Bentley Management Corporation dba CU Member Lending
(Firm/Company)

10701 W. 6th Ave.
(Address)

Lakewood, CO 80215
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Bob Delong
(Name of Person)

at (303) 231-2663
(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Lance Butler
Bentley Management Corp
7995 E. Hampden Ave, S-200
Denver CO 80231

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -9 PM 1:40



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 13, 1998

BOB DELONG
BENTLEY MANAGEMENT CORPORATION
10701 W. 6TH AVE.
LAKEWOOD, CO 80215

SUBJECT: THE BENTLEY MANAGEMENT CORPORATION
Ref. Number: W98000018485

We have received your document for THE BENTLEY MANAGEMENT CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your original corporate name The Bentley Management Corporation is not available, so therefore you must adopt an alternate name. It appears you have and adopted name on the application CU Member Lending. But the correct procedure to adopt such a name you would need to complete the enclosed resolution. Also the adopted name must contain a corporate suffix.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 498A00042174

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Stephen O. Bentley, do hereby certifythat this Resolution of the Board of Directors of The Bentley Management Corporationa corporation duly organized and existing under the laws of the State of Coloradowas duly adopted on February 9th, 19 99.Be it resolved, that The Bentley Management Corporationorganized and existing in the State of Colorado, hereby adopts the name CU Member Lending Inc. for use in Florida.Dated: 2/9/99
Signature of either Chairman, Vice Chairman or any officerStephen O. Bentley
Type of print name

1001519(1/96)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -9 PM 1:40

**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. The Bentley Management Corporation
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Colorado 3. 84 1186513
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1993 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. August 26, 1993
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1211 NORTH WESTSHORE BLVD SUITE 500
TAMPA FL 33607
(Current mailing address)
8. Indirect Lending Service Working with Credit Unions and Automobile Dealerships.
(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: Michael Robinson
- Office Address: 1211 NORTH WESTSHORE BLVD SUITE 500
TAMPA, Florida, 33609
(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.

Michael Robinson
(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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -9 PM

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Steve Bentley

Address: 7995 E. Hampden Ave. Suite 200
Denver, CO 80231

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: Steve Bentley

Address: 7995 E. Hampden Ave. Suite 200
Denver, CO 80231

Vice President: Steve Bentley

Address: "

Secretary: Steve Bentley

Address: "

Treasurer: Steve Bentley

Address: "

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

13. [Signature] Chairman
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. STEPHEN O. BENTLEY
(Typed or printed name and capacity of person signing application)



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

THE BENTLEY MANAGEMENT CORPORATION
(COLORADO CORPORATION)

FILE # 19911085035 WAS FILED IN THIS OFFICE ON October 24, 1991
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: July 21, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB -9 PM 1:40

Victoria Buckley

SECRETARY OF STATE