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LAW OFFICES

HARRY B. MILLER, JR THOMAS W MILLER ** CATESBY WOODFORD DONALD R. ROSE MICHAEL D. MEUSER THOMAS C. MARKS CARROLL M. REDFORD, III MICHAEL J. COX DAVID T. FAUGHN # CARL D. DEVINE SUSAN Y W. CHUN ELIZABETH C WOODFORD GREG A. HUNTER J. SCOTT BENTON E. DOUGLAS RICHARDS ***

ALSO ADMITTED IN CALIFORNIA ** ALSO ADMITTED IN TENNESSEE

*** OF COUNSEL

MILLER, GRIFFIN & MARKS, P. S. C.

271 WEST SHORT STREET

600 SECURITY TRUST BUILDING

LEXINGTON, KENTUCKY 40507-1292

TELEPHONE (859) 255-6676

FACSIMILE (859) 259-1562

ROBIN GRIFFIN (1929-2003)

JAMES M. MARKS (1928-1963)

ROBERT S. MILLER (1938-2002)

FIRM WERSITE www.kentuckviaw.com www.horselaw.com

FIRM E-MAIL mgm#kentuckylaw.com

Writer's e-mail: ghunter@kentuckylaw.com

October 3, 2005

Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

> Re: Capital Lending Source, LLC

Dear Sir or Madam:

Enclosed please find the original and two (2) copies of the Cover Letter, Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and Certificate of Designation of Registered Agent/Registered Office for the captioned limited liability company which we would appreciate your filing of record. Also enclosed is our firm's check in the amount of one hundred twenty-five dollars (\$125.00) payable to the Secretary of State to cover the fees for filing the Cover Letter, Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and Certificate of Designation of Registered Agent/Registered Office. Finally, enclosed is a self-addressed, stamped envelope in which I would appreciate your returning to me the "filed" Cover Letter, Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida and Certificate of Designation of Registered Agent/Registered Office.

Thank you in advance for your cooperation in this matter.

If you have any questions, please feel free to contact me.

Sincerely

GAH/ct **Enclosures**

Capital Lending Source, LLC

COVER LETTER

_	gistration Section vision of Corporations		
SUBJECT	Capital Lending Source, LLC (Name of I	Limited Liability Company)	
Florida," C		Liability Company for Authorization to Transacte submitted to register the above referenced forea	
Please retu	rn all correspondence concerning th	is matter to the following:	
	Greg A. Hunter, Esq.		_
		(Name of Person)	
	Miller, Griffin & Marks, P.S.C.		_
		(Firm/Company)	
	271 West Short Street, Suite 600		_
		(Address)	
	Lexington, Kentucky 40507	TALL A	2005 OCT -6
For further	(City information concerning this matter,	y/State and Zip Code) please call:	- Contraction
Gre	eg A. Hunter, Esq. (Name of Person)	at (859) 255-6676 (Area Code & Daytime Telephone Num	ANIO: 50
Div P.C	AILING ADDRESS: vision of Corporations D. Box 6327 lahassee, FL 32314	STREET ADDRESS: Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301	ioei)
	s a check for the following amount: 125.00 Filing Fee		, Certificate & Certified Copy

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. <u>C</u>	apital Lending Source, LLC (Name of Foreign Limited	Lia	bility Company)		
(Ji	entucky urisdiction under the law of which foreign limited liability mpany is organized)	3.	(FEI number, if applicable)	
4. <u>J</u>	(Date of Organization)	5.	Perpetual (Duration: Year limited liability comparexist or "perpetual")	y will c	ease to
6. <u>S</u>	(Date first transacted business in F (See sections 608.501 & 608.502 F.)	lorio S. to	da, if prior to registration.) determine penalty liability)		
7. <u>1</u>	33 Venture Court, Suite 100				
Ē	exington, Kentucky 40511 (Street Addres	s of	Principal Office)		
8. I	f limited liability company is a manager-manage	d co	ompany, check here 🗷	-	
9. 1	The name and usual business addresses of the ma	nag	ing members or managers are as fo	llows:	
_	Benjamin Erich Lowe, 133 Venture Court, Suite 100, Lex	ingte	on, Kentucky 40511		
_	Sean Standiford, 133 Venture Court, Suite 100, Lexington	, Ke	ntucky 40511	SEC	2905
	Neal Cropper, 133 Venture Court, Suite 100, Lexington, K	Centi	ucky 40511	AREA	
custo	Attached is an original certificate of existence, no more ody of records in the jurisdiction under the law of whice a foreign language, a translation of the certificat	h it	is organized. (A photocopy is not acce	plable.	If the certifi
11.	Nature of business or purposes to be conducted of Signature of a member or an a (In accordance with section 608.408(3), an affirmation under the penalties of per	utho	orized representative of a member.		 -
	Greg A. Hunter, Attorney and Organ	izer			

Typed or printed name of signee

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:	
Capital Lending Source, LLC	
2. The name and the Florida street address of the registered agent and office are:	
C T Corporation System	
(Name)	
1200 South Pine Island Road	
Florida Street Address (P.O. Box NOT ACCEPTABLE)	
Plantation, Florida 33324	
City/State/Zip	
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment acregistered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes C T Corporation System By: By: C Signature)	

\$ 100.00 Filing Fee for Application
 \$ 25.00 Designation of Registered Agent
 \$ 30.00 Certified Copy (optional)
 \$ 5.00 Certificate of Status (optional)

Commonwealth of Kentucky Trey Grayson Secretary of State

Certificate of Existence

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

CAPITAL LENDING SOURCE, LLC

is a limited liability company duly organized and existing under KRS Chapter 275, whose date of organization is January 25, 2005.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 275.190 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 28th day of September, 2005.

Certificate Number: 20612 Jurisdiction: Florida

Visit http://apps.sos.ky.gov/business/obdb/certvalidate.aspx_to_validate the authenticity of this

certificate.



Trey Grayson Secretary of State Commonwealth of Kentucky 20612/0604396