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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. Providian Group, LLC
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present. Please Note: L.L.C. is not an acceptable suffix in Florida.)

2. California
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 33-0732046
(FEI number, if applicable)

4. November 19, 1996
(Date of Organization)

5. 2026
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon Certification
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 617.155, F.S.))

7. 10175 Slater Avenue, Suite 200
Fountain Valley, California 92708
(Street address of principal office)

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8. List and indicate in the space provided the name, title, and business address of each managing member[MGRM] or manager[MGR]. It is not necessary to list members.
(attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Jayne Amirie</u>	<u>MGRM</u>	<u>Kenny Gharib</u>	<u>MGRM</u>
<u>10175 Slater Avenue, Suite 200</u>		<u>10175 Slater Avenue, Suite 200</u>	
<u>Fountain Valley, CA 92708</u>		<u>Fountain Valley, CA 92708</u>	
<u> </u>		<u> </u>	
<u>Kirk Waldfoegel</u>	<u>MGRM</u>	<u>Michael Mastro</u>	<u>MGRM</u>
<u>10175 Slater Avenue, Suite 200</u>		<u>10175 Slater Avenue, Suite 200</u>	
<u>Fountain Valley, CA 92708</u>		<u>Fountain Valley, CA 92708</u>	
<u> </u>		<u> </u>	

Filing Fee: \$ 52.50 for Application

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of _____

Providian Group, LLC

deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 250,000
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0. A description of the property is attached and made a part hereof.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 250,000. This total includes amounts from 2 and 3 above.

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Jayme Amine, CEO
Signature of a member or authorized representative of a member.
(In accordance with section 606.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Filing Fee: \$ 52.50 for Affidavit

**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, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Providian Group, LLC

2. The name and address of the registered agent and office is:

C T Corporation System

(Name)

1200 South Pine Island Road

(P.O. Box or Mail Drop Box NOT acceptable)

Plantation, Florida 33324

(City/State/Zip)

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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 as registered 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.

Mary R. Adams

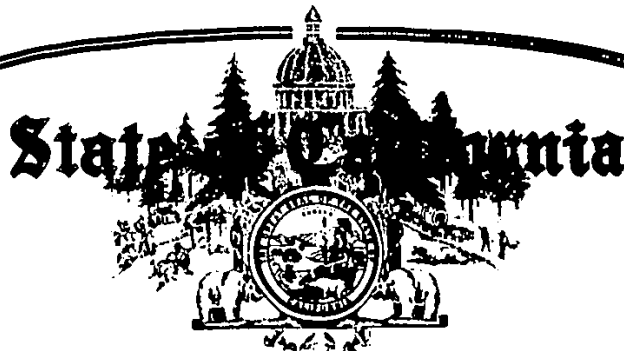
(Signature)

Mary R. Adams, Assistant Secretary

1/7/96

(Date)

Filing Fee: \$ 35 for Designation of Registered Agent



SECRETARY OF STATE
CERTIFICATE OF STATUS
CALIFORNIA LIMITED LIABILITY COMPANY

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 19th day of November, 19 96

PROVIDIAN GROUP, LLC

became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.



IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
2nd day of December, 1996

Bill Jones
Secretary of State

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