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City State Zip Phone

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CORPORATION(S) NAME

Bar None Consumer Finance, Inc.

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 FEB 11 PM 2:30

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LAURA EARNEST
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 FEB 11 AM 11:36

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TRANSMITTAL LETTER

RECEIVED
DIVISION OF CORPORATIONS
00 FEB 11 PM 2:30

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: BAR NONE CONSUMER FINANCE, INC.
(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:

Anne Herigstad, State Licensing Officer
(Name of Person)

BAR NONE CONSUMER FINANCE, INC.
(Firm/Company)

1735 Technology Drive, Suite 420
(Address)

San Jose, CA 95110
(City/State/Zip)

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

Anne Herigstad at (408) 501-1452
(Name of Person) (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

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

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 FEB 11 PM 2:30

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. BAR NONE CONSUMER FINANCE, INC.
(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. California 3. 77-0526476
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 28 July 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. N/A UPON QUALIFICATION
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1735 Technology Drive, Suite 420
San Jose, CA 95110
(Current mailing address)

8. Purchase of Retail Installment Construct from Licensed Motor Vehicle Dealers.
(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: CT Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(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.
Naseem A. Conde NASEEM A. CONDE
CT Corporation System SPECIAL ASST. SECRETARY
(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 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: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: James L. Crouse

Address: 1735 Technology Drive, Suite 430

San Jose, CA 95110

Director: _____

Address: _____

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

President: James L. Crouse, President, CEO

Address: 1735 Technology Drive, Suite 430

San Jose, CA 95110

Vice President: Angelia M. Doerner, Sr. V. President

Address: 1735 Technology Drive, Suite 430

San Jose, CA 95110

Secretary: Angelia M. Doerner, Sr. V. President

Address: 1735 Technology Drive, Suite 480

San Jose, CA 95110

Treasurer: _____

Address: _____

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

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

14. JAMES L. CROUSE, President, CEO
(Typed or printed name and capacity of person signing application)

08 FEB 11 PM 2:30
CALIFORNIA STATE
CORPORATION

State of California

SECRETARY OF STATE

CERTIFICATE OF STATUS DOMESTIC CORPORATION

OFFICE OF THE SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 11 PM 2:30

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

That on the 28th day of July, 1999

BAR NONE CONSUMER FINANCE, INC.

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

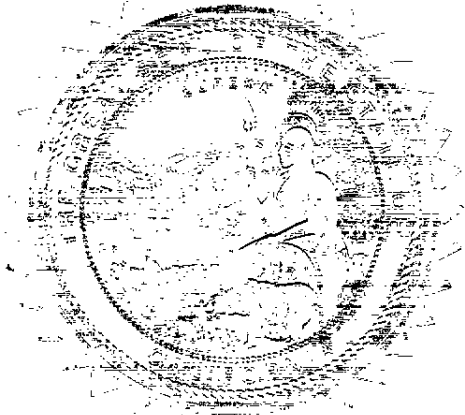
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate 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, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of
December 13, 1999



Bill Jones
dr

Secretary of State