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6/4

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Cashout Inc

Signature _____

Requested by: HW 42

Name _____

Date _____

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Walk-In _____

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☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

_____ Merger File _____

_____ Art. of Amend. File _____

_____ RA Resignation _____

_____ Dissolution / Withdrawal _____

☒ Annual Report / Reinstatement _____

_____ Cert. Copy _____

_____ Photo Copy _____

_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

_____ Fictitious Search _____

_____ Fictitious Owner Search _____

_____ Vehicle Search _____

_____ Driving Record _____

_____ UCC 1 or 3 File _____

_____ UCC 11 Search _____

_____ UCC 11 Retrieval _____

_____ Courier _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 2, 2004

CAPITAL CONNECTION INC.

SUBJECT: CASHOUT, INC.
Ref. Number: W04000021254

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
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DIVISION OF CORPORATIONS
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We have received your document for CASHOUT, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L03000005157.

Please return the original and one copy of 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) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 004A00037881

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
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2004 JUN -2 A 11:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CASHOUT II, INC.

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby applies to form a corporation under the laws of the State of Florida.

FIRST: The name of the corporation is: CASHOUT II, INC.

SECOND: The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

THIRD: The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 100 shares, having a FIVE DOLLAR (\$5.00) par value each.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor, or services at a just valuation to be fixed by the incorporator, or by the board of directors at a meeting called for such purpose, or at the organization meeting.

Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of

CASHOUT II, INC.

the capital stock as the directors of the company may decide.

FOURTH: The amount of capital with which the corporation may begin business will not be less than FIVE HUNDRED DOLLARS (\$500.00).

FIFTH: The corporation is to have perpetual existence.

SIXTH: The address of the corporation's initial registered office and the name of the initial registered agent at such address is as follow:

Registered Agent

Wayne H. Rassner, Esq
7700 N. Kendall Drive, Suite 510
Miami, Florida 33156

Corporate Mailing Address

721 N. State Road 7
Hollywood, FL 33021

SEVENTH: The number of directors constituting the initial board of directors is three (3)

EIGHTH: The name and post office address of the President, Vice President, Secretary and Treasurer and the names of the first board of directors, who, subject to the provisions of these Articles of Incorporation and of the corporation's by-laws shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

President/Director:

Clifford Friend
12566 Classic Drive
Coral Springs, FL 33071

Secretary/Director:

Janet Merriam-Friend
12566 Classic Drive
Coral Springs, FL 33071

CASHOUT II, INC.

Treasurer:

Burton Slotky
2800 Island Blvd , #2701
Aventura, FL 33160

NINTH The name and post office address of the Incorporator is:

Janet Merriam-Friend
12566 Classic Drive
Coral Springs, FL 33071

TENTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is hereby especially authorized:

- a To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

TENTH: Cumulative voting may be permitted by the terms of the by-laws

IN WITNESS WHEREOF, the party hereto has set his hand and seal this

28th day of May, 2004.


Janet Merriam-Friend, Incorporator

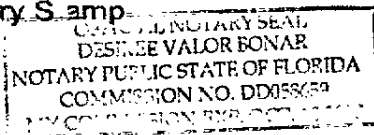
CASHOUT II, INC.

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

BE IT REMEMBERED, that on this day personally appeared before me, Janet Merriam-Friend, a party to the foregoing Articles of Incorporation, known to me personally to be such, and upon his oath acknowledged the above Articles of Incorporation to be the act and deed of the signer, and that the facts therein stated are truly set forth.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this 28 day of May, 2004.

Notary Stamp



Denise Valor Bonar

NOTARY PUBLIC, STATE OF FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation 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 provision 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.

Wayne H. Rassner

WAYNE H. RASSNER, Registered Agent

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