

P99000021188

Bay Auto Loan Cash Advance, Inc. 21066 Escondido Way Boca Raton, FL 33433

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
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4. _____
(Corporation Name) (Document #)

FILED
99 MAR -3 AM 11:22
TALLAHASSEE, FLORIDA

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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-03/03/99--01082--009
****122.50 *****78.75

Send COS + CC
per Rosal Martinez

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

B. BROCK MAR 8 1999
W99000065270

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SECOND JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

BAY AUTO LOAN CASH ADVANCE, INC.

ARTICLE 1 - NAME

The name of this Corporation is: BAY AUTO LOAN CASH ADVANCE

ARTICLE II - DURATION

This Corporation is to exist perpetually. It shall commence existence on the date of filing of these Articles of Incorporation.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all business permitted under the Laws of the United States of America, and the Laws of the State of Florida, and specifically dealing in auto loans and cash advance.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of common stock at One (\$1.00) Dollar par value. Shares may be issued for such consideration as is determined from time to time by the shareholders. This power is reserved unto the shareholders by right and is hereby delegated unto the Board of Directors. The Board may issue the shares of this Corporation for such consideration as is determined from time to time by it, unless and until the shareholders by affirmative action communicate to the Board, in writing, their decision to determine the consideration for the issuance of non-issued or sale of treasury shares. This action by the shareholders will not affect prior action by the Board. The consideration for the issuance of shares or for the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation. Shares may not be issued until the full amount of the consideration therefore has been paid. Then payment of the consideration for which shares are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V - PREEMPTIVE RIGHTS

The shareholders of record of this Corporation shall have preemptive rights, proportional to their ownership, to acquire unissued or treasure shares of the Corporation, or those shares for sale by any retiring shareholders, or securities of the Corporation convertible securities, bonds or debentures agreed to by the Board of Directors or Shareholders Meeting of this Corporation. This right shall be exercised by the said shareholders in a period of sixty days from the resolution taken by the Board of Directors or Shareholders Meeting, or from the notice to sell delivered by the selling shareholder to the Secretary of the Corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE

The street address of the initial registered office of this Corporation is:
21066 Escondido Way
Boca Raton, FL 33433

ARTICLE VII - ADDRESS

The initial street address of the principal office of this Corporation is as follows:

21066 Escondido Way
Boca Raton, FL 33433

The Board of Directors may, from time to time, designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VIII - BOARD OF DIRECTORS

The Corporation shall have one (4) Directors initially. The number of directors may be increased or diminished from time to time in such a manner as may be prescribed in the By-Laws, but there shall never be less than one (1) director.

ARTICLE IX - INITIAL DIRECTORS

The name and street addresses of the initial members of the Board of Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rassol Mortezaei President	21066 Escondido Way Boca Raton, FL 33433
Fariba Moradi Mortezaei Vice-President	21066 Escondido Way Boca Raton, FL 33433

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

Rassol Mortezaei	-	500 Shares
Fariba Moradi Mortezaei	-	200 Shares
Mohammad R. Mortezaei	-	100 Shares
Mondonnay M. Mortezaei	-	100 Shares
Mahrnoush M. Mortezaei	-	100 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the Corporation, and in its name and as its representative in any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a Director or Officer of the corporation, or be reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such Director or Officer, and shall reimburse each such person for all legal and other expenses provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may lawfully be entitled, nor shall anything herein contained restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided.

ARTICLE XII - REMOVAL OF DIRECTORS

Any Director, or the entire Board of Directors may be removed with or without cause, by an vote of the holders of a majority of the shares then entitled to vote at an election of Directors, at a special meeting of shareholders called expressly for that purpose.

ARTICLE XIII - INCORPORATORS

The name and street address of each subscriber of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rassol Mortezaei	21066 Escondido Way Boca Raton, FL 33433
Fariba Moradi Mortezaei	21066 Escondido Way Boca Raton, FL 33433

ARTICLE XIV - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XV - POWERS

This Corporation shall have all powers needed or convenient to effect its purposes enumerated in the Florida General Corporation Act.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the Board of Directors.

ARTICLE XVI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a Shareholders Meeting, by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this
25th day of February, A.D., 1999.

x Rassol Mrtezai
Rassol Mrtezai

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Before me personally appeared Mary Ellen White, to me well known and known to me to be the person(s)
described in and who executed the foregoing instrument, and acknowledged to and before me that
executed the said instrument for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL this 25th day of February,
A.D., 1999

x [Signature]
Notary Public
State of Florida

My Commission Expires:



Fabian Bolivar Sosa
My Commission CC641969
Expires April 27 2001

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In accordance with the Florida General Corporation Act, Section 607.034, the following is submitted:

That BAY AUTO LOAN CASH ADVANCE, INC.

desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business in the City of Lake Worth, State of Florida, has named:

Rassol Mortezaei

as its Resident Agent to accept service of process.

Signature:

Rassol Mortezaei

Date: February 25, 1999

ACKNOWLEDGEMENTS:

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Dated: February 25, 1999

Rassol Mortezaei
Rassol Mortezaei

FILED
99 MAR -3 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA