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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAR 4 2003

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ALLSTATE FINANCIAL SERVICES, 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:

MICHAEL O'CONNOR
(Name of Person)

ALLSTATE FINANCIAL SERVICES, INC.
(Firm/Company)

1050 E. FLAMINGO ROAD, SUITE E-320
(Address)

LAS VEGAS, NV 89119
(City/State and Zip code)

For further information concerning this matter, please call:

MICHAEL O'CONNOR at (702) 796-7600
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration 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

3/4 spoke to Mike Roselle
702-796-7600

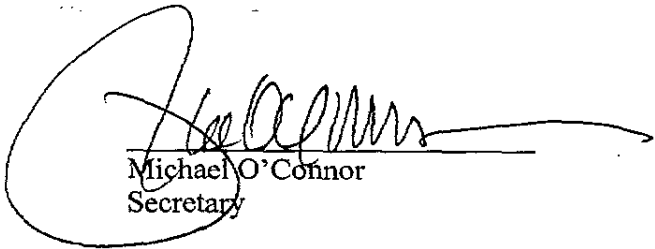
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**CORPORATION ADOPTING AN ALTERNATE NAME
FOR USE IN THE STATE OF FLORIDA**

I, **THE UNDERSIGNED** Michael O'Connor, do hereby certify that the following is a true, complete and correct copy of a certain resolution of the Board of Directors of Allstate Financial Services, Inc., a corporation duly organized and existing under the laws of the State of Nevada, which resolution was duly adopted at a duly called meeting of the said Board, held on February 26, 2003, a quorum being present, and is set forth in the minutes of the said meeting; and that the said resolution has not been rescinded or modified:

“Resolved the Allstate Financial Services, Inc. organized and existing in the State of Nevada, hereby adopts the name Allstate Financial Group DBA Allstate Financial Services corporation for use in the State of Florida for all purposes; and further resolved that the officers of the corporation are authorized and directed to take all steps that they deem necessary and appropriate to qualify the corporation to do business within the State of Florida under the name of Allstate Financial Group DBA Allstate Financial Services Corporation and resolved further that all activities and business of the corporation within the State of Florida shall be carried out under the name Allstate Financial Group DBA Allstate Financial Services Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this the 26th day of February, 2003.


Michael O'Connor
Secretary

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TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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. ALLSTATE FINANCIAL SERVICES, 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. NEVADA 3. 88-0234780
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. NOVEMBER 10, 1986 5. PERPETUAL
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification."
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1050 E. FLAMINGO ROAD, SUITE E-320, LAS VEGAS, NV 89119
(Principal office address)

SAME
(Current mailing address)

8. CONSUMER COLLECTION AGENCY
(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)

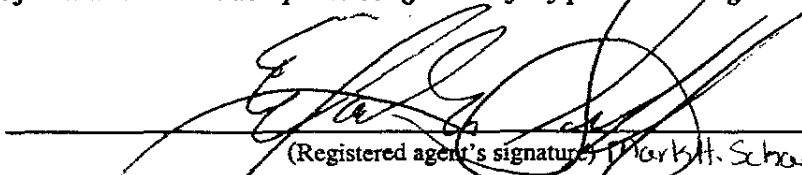
Name: NRAI SERVICES, INC.

Office Address: 526 E. PARK AVE

TALLAHASSEE, Florida 32301
(City) (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.


(Registered agent's signature) Mark H. Schwaiber Asst. Secy NRAI

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.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: MICHAEL O'CONNOR

Address: 1050 E. FLAMINGO ROAD, SUITE E-320
LAS VEGAS, NV 89119

Vice Chairman: NONE

Address: _____

Director: MICHAEL O'CONNOR

Address: 1050 E. FLAMINGO ROAD, SUITE E-320
LAS VEGAS, NV 89119

Director: _____

Address: _____

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B. OFFICERS

President: MICHAEL O'CONNOR

Address: 1050 E. FLAMINGO ROAD, SUITE E-320
LAS VEGAS, NV 89119

Vice President: NONE

Address: _____

Secretary: MICHAEL O'CONNOR

Address: 1050 E. FLAMINGO ROAD, SUITE E-320 LAS VEGAS, NV 89119

Treasurer: MICHAEL O'CONNOR

Address: 1050 E. FLAMINGO ROAD, SUITE E-320 LAS VEGAS, NV 89119

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

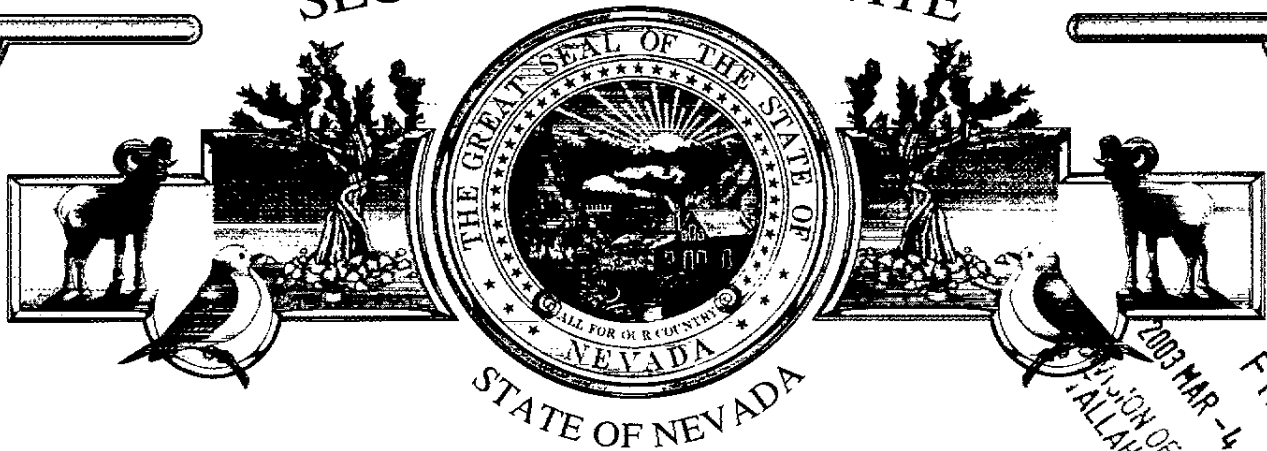
13. 

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

14. MICHAEL O'CONNOR - PRESIDENT

(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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TALLAHASSEE, FLORIDA

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, limited-liability companies, limited partnerships, and limited-liability partnerships pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **ALLSTATE FINANCIAL SERVICES, INC.** as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since **November 10, 1986**, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Las Vegas, Nevada, on **February 26, 2003**.

DEAN HELLER
Secretary of State

By

Certification Clerk