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M. BURR KEIM COMPANY

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Florida Department of State
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FOREIGN PROFIT QUALIFICATION

ALLSTATE FUNDING MORTGAGE CORP.

Certificate of Status	1
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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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 FUNDING CORP.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

ALLSTATE FUNDING MORTGAGE CORP.

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Pennsylvania

(State or country under the law of which it is incorporated)

3.

(FEI number, if applicable)

4. 12/31/01

(Date of incorporation)

5.

Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 11/01/04

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 8012 Bustleton Avenue, Philadelphia, PA 19152

(Principal office address)

8012 Bustleton Avenue, Philadelphia, PA 19152

(Current mailing address)

8. Mortgage Broker

(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 NOT acceptable)

Name: W. Bradley Munroe

Office Address: 239 E. Virginia Street

Tallahassee

(City)

Florida 32301

(Zip code)

10. Registered agent's acceptance:

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

W. Bradley Munroe
(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 business addresses of officers and/or directors:

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A. DIRECTORSChairman: Diana BersonAddress: 3560 Black Angus DriveHuntingdon Valley, PA 19006

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERSPresident: Diana BersonAddress: 3560 Black Angus DriveHuntingdon Valley, PA 19006

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. *Diana Berson*

(Signature of Director or Officer listed in number 12 of the application)

14. Diana Berson, President

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

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CERTIFICATE OF RESOLUTION

OF

ALLSTATE FUNDING CORP.

I, Diana Berson, DO HEREBY CERTIFY, that the following is a complete, true and correct copy of a resolution adopted by unanimous written consent of the Board of Directors of ALLSTATE FUNDING CORP., a corporation organized and existing under the laws of the State of Pennsylvania, executed on the 22nd day of October, 2004 and filed with the Secretary of the corporation; that I am the keeper of the corporate seal and of the minutes and records of this corporation; and that the said resolution has not been rescinded or modified:

"WHEREAS the name ALLSTATE FUNDING CORP. is not permitted for corporate use in the State of Florida and it is advisable that the corporation file an Application for Authority to Transact Business in Florida, therefor, be it

'RESOLVED, That in order to file an an application for Authorization to Transact Business in Florida as a foreign corporation, the name ALLSTATE FUNDING MORTGAGE CORP. shall be adopted for use by ALLSTATE FUNDING CORP. in conducting its business in that State and the proper officers of the corporation are hereby authorized and directed to execute and file with the Department of State of Florida, an application for authority and such other documents as shall be necessary in connection therewith."

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the corporation, this 22nd day of October, 2004.

(Corporate)
(Seal)

BY: Diana Berson
Diana Berson, President



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ALLSTATE FUNDING CORP.
SECRETARY OF STATE
FLORIDA

10/28/2004 15:24 FAX 2159779388

M. BURR KEIM COMPANY

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COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

October 27, 2004

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

ALLSTATE FUNDING CORP.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show, as of the date herein.

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SECRETARY'S OFFICE
TALLAHASSEE, FLORIDA



IN TESTIMONY WHEREOF, I
have hereunto set my hand and
caused the Seal of the
Secretary's Office to be affixed,
the day and year above written.

Pedro A. Cortes

Secretary of the Commonwealth

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