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AMY M. WILLIAMS

ATTORNEY AT LAW

520 SECOND AVENUE SOUTH  
ST. PETERSBURG, FLORIDA 33701

TELEPHONE

813/823-7788

FAX 813/823-7789

April 17, 1997

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

The Hon. Jim Smith  
Secretary of State  
The Capitol  
Tallahassee, FL 32399-0001

Re: Incorporation of Allstate Auto Finance Co., Inc.

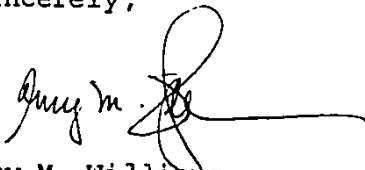
Dear Sir:

Enclosed for filing please find Articles of Incorporation of Allstate Auto Finance Co., Inc. and Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served (original and one copy).

My check in the amount of \$70.00 is enclosed for the filing fee. Please return a stamped/filed copy of the Articles and Certificate in the enclosed, self-addressed stamped envelope.

Thank you for your attention to this matter.

Sincerely,



Amy M. Williams  
Attorney at Law

AMW/ae

Enclosures

FILED  
97 APR 21 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

mc 4/23/97

ARTICLES OF INCORPORATION  
OF  
ALLSTATE AUTO FINANCE CO., INC.

FILED  
97 APR 21 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to the Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be ALLSTATE AUTO FINANCE CO., INC.

ARTICLE II - NATURE OF BUSINESS

A.

To engage in any activity or business allowed under the laws of the State of Florida and the laws of the United States; to own and operate a service company to provide secured loan financing for the purchase of automobiles by the public.

B.

To hold, lease, purchase and convey real and personal property and to mortgage or lease the same with its franchises.

C.

To borrow money of any person, firm or corporation and to issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation and to secure the same by mortgage, pledge, deed of trust or by any other lawful means.

D.

For the purpose of acquisition of property, business rights or franchises, for additional working capital, or for any other object in or about its businesses or affairs, and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise.

E.

To buy, sell, own, or otherwise dispose of its own stock or stock in any other firm, company or corporation and to vote the same as if owned by an individual.

F.

To do and perform any other acts or things and to exercise any and all powers which a partnership or natural person could do or exercise and which are now or hereafter may be authorized by law; generally to make and perform contracts of any kind and description for the purpose of attaining any of the objectives of the corporation; and generally to do and perform any of the things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied and which specifically enumerated powers are not in limitation of any powers not herein conferred and by law permitted.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares of common stock having a par value of \$1.00. It is the intention of the Board of Directors that this stock qualify under §1244 of the Internal Revenue Code.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE V - REGISTERED ADDRESS AND REGISTERED AGENT

The address of the principal office of this corporation in the State of Florida is: 3695 - 54th Avenue North, Suite 1, St. Petersburg, Florida 33714, and the registered agent is ROBERT H. SMITH, 3695 - 54th Avenue North, Suite 1, St. Petersburg, Florida 33714.

ARTICLE VI - DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
ROBERT H. SMITH	President	3695 - 54th Avenue North
	Vice President	Suite 1
	Secretary	St. Petersburg, FL 33714
	Treasurer	

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
ROBERT H. SMITH	3695 - 54th Avenue North St. Petersburg, FL 33714	100%

ARTICLE IX - 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 stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereupon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS THEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 14<sup>th</sup> day of April, 1997.

  
\_\_\_\_\_  
ROBERT H. SMITH

COUNTY OF PINELLAS )

I HEREBY CERTIFY that before me this date, personally appeared ROBERT H. SMITH, who is personally known to me or who produced \_\_\_\_\_ as identification and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed this 14th day of April, 1997.

~~NOTARY PUBLIC~~

AMY M. WILLIAMS  
Printed Name of Notary Public

My Commission Expires:



AMY M. WILLIAMS  
Notary Public, State of Florida  
My Comm. Exp. Jan. 23, 1998  
Comm. No. CC 335221

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That ALLSTATE AUTO FINANCE CO., INC. having been organized under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the City of St. Petersburg, County of Pinellas, State of Florida, and has named ROBERT H. SMITH of 3695 - 54th Avenue North, Suite 1, St. Petersburg, Florida 33714, as its agent to accept service of process within the State.

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept and agree to act in said capacity, and agree to comply with the provisions of said Act relative to keeping said office open.

  
\_\_\_\_\_  
ROBERT H. SMITH

This instrument prepared by:

AMY M. WILLIAMS, ESQUIRE  
Attorney at Law  
520 - 2nd Avenue South  
St. Petersburg, Florida 33701  
(813) 823-7788

FILED  
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