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Apr 19, 1999 8:00 am
Secretary of State

04-19-1999 90100 004 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P98000108122

1. Corporation Name
ALLSTATE EQUITY GROUP, INC.



| | |
|--|--|
| Principal Place of Business | Mailing Address |
| 3225 S. MAC DILL AVE. SUITE 209 TAMPA FL 33629 | 3225 S. MAC DILL AVE. SUITE 209 TAMPA FL 33629 |

DO NOT WRITE IN THIS SPACE

| | |
|--------------------------------|---------------------|
| 2. Principal Place of Business | 2a. Mailing Address |
| 21 | 26 |
| Suite, Apt. #, etc. | Suite, Apt. #, etc. |
| 22 | 27 |
| City & State | City & State |
| 23 | 28 |
| Zip Country | Zip Country |
| 24 | 29 |
| 25 | 30 |

| | |
|---|--|
| 3. Date Incorporated or Qualified | 12/29/1998 |
| 4. FEI Number | 59-3550937 |
| Applied For | Not Applicable |
| 5. Certificate of Status Desired | <input type="checkbox"/> \$8.75 Additional Fee Required |
| 6. Election Campaign Financing Trust Fund Contribution | <input type="checkbox"/> \$5.00 May Be Added to Fees |
| 8. This corporation owes the current year Intangible Personal Property Tax. | <input type="checkbox"/> Yes <input type="checkbox"/> No |

9. Name and Address of Current Registered Agent

PIPPIN, DAVID
 3225 S. MAC DILL AVE.
 SUITE 209
 TAMPA FL 33629

10. Name and Address of New Registered Agent

| | |
|---|----|
| 81 Name | |
| 82 Street Address (P.O. Box Number is Not Acceptable) | |
| 83 | |
| 84 City | FL |
| 85 Zip Code | |

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: *V. President* DATE: 4/13/99

Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

| | | |
|----------------|-----------------------|---------------------------------|
| TITLE | PTD | <input type="checkbox"/> DELETE |
| NAME | MCCARN, JIM | |
| STREET ADDRESS | 3225 S. MAC DILL AVE. | |
| CITY-ST-ZIP | TAMPA FL 33629 | |
| TITLE | VSD | <input type="checkbox"/> DELETE |
| NAME | PIPPIN, DAVID | |
| STREET ADDRESS | 3225 S. MAC DILL AVE. | |
| CITY-ST-ZIP | TAMPA FL 33629 | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |
| TITLE | | <input type="checkbox"/> DELETE |
| NAME | | |
| STREET ADDRESS | | |
| CITY-ST-ZIP | | |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| | |
|--------------------|---|
| 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 1.2 NAME | |
| 1.3 STREET ADDRESS | |
| 1.4 CITY-ST-ZIP | |
| 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME | |
| 2.3 STREET ADDRESS | |
| 2.4 CITY-ST-ZIP | |
| 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 3.2 NAME | |
| 3.3 STREET ADDRESS | |
| 3.4 CITY-ST-ZIP | |
| 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 4.2 NAME | |
| 4.3 STREET ADDRESS | |
| 4.4 CITY-ST-ZIP | |
| 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 5.2 NAME | |
| 5.3 STREET ADDRESS | |
| 5.4 CITY-ST-ZIP | |
| 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 6.2 NAME | |
| 6.3 STREET ADDRESS | |
| 6.4 CITY-ST-ZIP | |

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: *[Signature]* DATE: 4/13/99

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)