

Michael C. Becker & Co.

Certified Public Accountants

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May 26, 1999

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-06/01/99--01061--012
*****70.00 *****70.00

Dear Sir/Madam:

Subject: Allstate Financial Group, Inc.

Enclosed please find the original and one (1) copy of the Articles of Incorporation and a check in the amount of \$70.00.

Also enclosed, is a stamped, self-addressed envelope so that you may return to me a confirmation of the filing.

Should you require any further information, please do not hesitate to contact me.

Sincerely,



Carolyn M. Becker, CPA, MBA

CMB/tle

F. CHESLER

JUN 7 1999

ARTICLES OF INCORPORATION
OF
ALLSTATE FINANCIAL GROUP, INC.

99 JUN -1 PM 1:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: Allstate Financial Group, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3951 North Haverhill Road
Suite 300
West Palm Beach, FL 33417

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 (One thousand).

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Richard Grondin
3951 North Haverhill Road
Suite 300
West Palm Beach, FL 33417

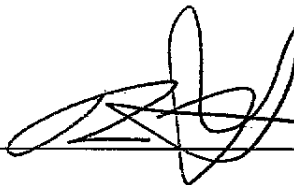
ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Richard Grondin
3951 North Haverhill Road
Suite 300
West Palm Beach, FL 33417

The undersigned has executed these Articles of Incorporation

this 26th day of MAY, 1999.

A handwritten signature in black ink, appearing to be 'R. Grondin', written over a horizontal line.

SIGNATURE

TITLE: Director

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: Allstate Financial Group, Inc.
2. The name and address of the registered agent and office is:

Richard Grondin
3951 North Haverhill Road
Suite 300
West Palm Beach, FL 33417

SIGNATURE: _____

(Corporate Officer)

FILED
99 JUN -1 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TITLE: Director

DATE: May 26, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

DATE: May 26, 1999

REGISTERED AGENT FILING FEE: \$35.00