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FLORIDA PROFIT CORPORATION OR P.A.

ALLSTATE EQUITY GROUP, INC.

Certificate of Status	0
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Page Count	04
Estimated Charge	\$70.00

EFFECTIVE DATE  
12-31-98

**ARTICLES OF INCORPORATION**

of

**ALLSTATE EQUITY GROUP, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the corporation is **ALLSTATE EQUITY GROUP, INC.** (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPLE OFFICE**

The address of the principle office of this Corporation is 3225 S. Mac Dill Ave., Suite 209, Tampa, Florida 33629 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street of the incorporator of this Corporation is:

David Pippin  
3225 S. Mac Dill, Suite 209  
Tampa, Florida 33629

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President: Jim Mc Carn  
Vice-President: David Pippin  
Secretary: David Pippin  
Treasurer: Jim Mc Carn

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**ARTICLE 6 - DIRECTORS**

The Director(s) of the Corporation shall be:

David Pippin  
Jim Mc Carn

**ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any one time is **TEN THOUSAND (10,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

**ARTICLE 8 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

**ARTICLE 9 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE 10 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

**ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is 3225 S. Mac Dill Ave., Suite 209, Tampa, Florida 33629. The name and address of the registered agent of this Corporation is David Pippin, 3225 S. Mac Dill Ave., Suite 209, Tampa, Florida 33629.

**ARTICLE 12 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE 13 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective December 29, 1998 upon approval of the Secretary of State, State of Florida.

**ARTICLE 14 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles if Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

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IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL, AC-  
KNOWLEDGED AND FILED THE FOREGOING to the Articles of Incorporation under the laws of the State of Florida, this December 30, 1998 .

  
David Pippin - Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

David Pippin of Allstate State Equity Group, Inc. having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
David Pippin - Registered Agent

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