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FILED
May 13 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 825304 (9)

1. Corporation Name
THE PROSPECT COMPANY



Principal Place of Business ONE TOWER SQUARE C/O CORPORATE TAX - 5PB HARTFORD CT 06183-8190	Mailing Address ONE TOWER SQUARE C/O CORPORATE TAX - 5PB HARTFORD CT 06183-8190
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/02/1970	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 51-0099394	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324**

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


12. OFFICERS AND DIRECTORS

TITLE	T	<input checked="" type="checkbox"/> DELETE
NAME	GILLIS, LAWRENCE	
STREET ADDRESS	63 KNOLLWOOD DR	
CITY-ST-ZIP	GLASTONBURY CT	
TITLE	V	<input type="checkbox"/> DELETE
NAME	SPROULS, JOSEPH	
STREET ADDRESS	18 HENLEY WAY	
CITY-ST-ZIP	AVON CT	
TITLE	DP	<input type="checkbox"/> DELETE
NAME	LEWIS, SUSAN W	
STREET ADDRESS	75 DANIEL TRACE	
CITY-ST-ZIP	BURLINGTON CT 06033	
TITLE	D	<input type="checkbox"/> DELETE
NAME	WEILL, MARC P	
STREET ADDRESS	170 EAST 87TH STREET APT. WEST 11C	
CITY-ST-ZIP	NEW YORK NY 10128	
TITLE	D	<input type="checkbox"/> DELETE
NAME	FOLEY, RONALD E. J	
STREET ADDRESS	43 BANBURY LANE	
CITY-ST-ZIP	WEST HARTFORD CT	
TITLE	S	<input type="checkbox"/> DELETE
NAME	SPROULS, JOSEPH W	
STREET ADDRESS	18 HENLEY WAY	
CITY-ST-ZIP	AVON CT	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	V	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	Joseph E. Rueli, Jr.	
1.3 STREET ADDRESS	65 Somerwynd Land	
1.4 CITY-ST-ZIP	Suffield, CT 06078	
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.

SIGNATURE:  **Joseph W. Sprouls** 4/27/98 860 954-8138

CR2E034 (10/97)