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Apr 23, 1999 8:00 am
Secretary of State

04-23-1999 90138 012 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999



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

DOCUMENT # 825304

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

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: 11/02/1970
 4. FEI Number: 51-0099394
 5. Certificate of Status Desired: \$8.75 Additional Fee Required
 6. Election Campaign Financing: \$5.00 May Be Added to Fees
 8. This corporation owes the current year Intangible Personal Property Tax: Yes No

2. Principal Place of Business: 21, 22, 23, 24
 2a. Mailing Address: 26, 27, 28, 29, 30

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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	V	<input type="checkbox"/> DELETE
NAME	JOSEPH E RUELI, JR	
STREET ADDRESS	65 SOMERWYND LAND	
CITY-ST-ZIP	SUFFIELD CT 06078	
TITLE	V	<input checked="" 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 checked="" 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	T/D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	DAVID A. TYSON	
2.3 STREET ADDRESS	53 COUNTRY CLUB LANE	
2.4 CITY-ST-ZIP	EAST GRANBY CT 06026	
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	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	JORDAN M. STITZER	
6.3 STREET ADDRESS	775 RESEVOIR ROAD	
6.4 CITY-ST-ZIP	CHESHIRE CT 06410	

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: _____ DATE: 4/22/99 DAYTIME PHONE #: 860 954-8138

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Joseph E. Rueli, Jr., Treasurer 65 Somerwynd Land Suffield, CT 06078	One Tower Square Hartford, CT 06183	028-38-1891
Bernard B. O'Connell, Director and Assistant Secretary 40 Avon Ridge Avon, CT 06001	One Tower Square Hartford, CT 06183	352-52-8404
Michael Watson, Director and Assistant Secretary 381 Beveridge Road Ridgewood, NJ 07450	388 Greenwich Street New York, NY 10013	347-54-8608
Lynn M. Latham, Assistant Director and Assistant Secretary 81 Horizon Lane Glastonbury, CT 06033	One Tower Square Hartford, CT 06183	297-60-8687
Gregory F. Lynch, Assistant Director and Assistant Secretary 158 Wildemere Road Berlin, CT 06037	One Tower Square Hartford, CT 06183	044-42-1018
Duane Nelson, Assistant Secretary 3 Raccoon Ranch Ridge Woodbury, CT 06798	One Tower Square Hartford, CT 06183	485-66-2310
Edward Hinchliffe, Cashier 157 White Birch Road East Hampton, CT 06424	One Tower Square Hartford, CT 06183	041-40-0967
Linnea M. Morrow, Assistant Cashier 45 Parker Street Enfield, CT 06082	One Tower Square Hartford, CT 06183	046-48-0586
Frank G. Pattison, Assistant Cashier 15 French Road Manchester, CT 06040	One Tower Square Hartford, CT 06183	045-60-9616

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401251-90138-12

**THE PROSPECT COMPANY
DIRECTORS AND OFFICERS
AS OF DECEMBER 31, 1998**

<u>Directors Name and Home Address</u>	<u>Business Address</u>	<u>Social Security Number</u>
Ronald E. Foley, Jr. 125 Stoner Drive West Hartford, CT 06107	One Tower Square Hartford, CT 06183	024-34-3131
Susan W. Lewis 75 Daniel Trace Burlington, CT 06013	One Tower Square Hartford, CT 06183	029-48-2816
Joseph E. Rueli, Jr. 65 Somerwynd Lane Suffield, CT 06078	One Tower Square Hartford, CT 06183	028-38-1891

<u>Officers Name, Title and Home Address</u>	<u>Business Address</u>	<u>Social Security Number</u>
Marc P. Weill, Chairman of the Board 170 East 87th Street New York, NY 10128	388 Greenwich Street New York, NY 10013	053-52-8035
Susan W. Lewis, President 75 Daniel Trace Burlington, CT 06013	One Tower Square Hartford, CT 06183	029-48-2816
B. Charles Milner, Vice President 11 Elliott Drive Simsbury, CT 06070	One Tower Square Hartford, CT 06183	059-40-0447
Joseph W. Sprouls, Vice President and Secretary 18 Henley Way Avon, CT 06001	One Tower Square Hartford, CT 06183	144-38-7464
Jordan M. Stitzer, Vice President 775 Reservoir Road Cheshire, CT 06410	One Tower Square Hartford, CT 06183	092-44-9315
David A. Tyson, Vice President 53 Country Club Lane East Granby, CT 06026	One Tower Square Hartford, CT 06183	096-50-7643