

Document Number Only

395000000226

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 JUN 21 PM 1:59

CT CORPORATION SYSTEM

Requestor's Name
660 EAST JEFFERSON STREET
Address
TALLAHASSEE FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

400001522044
-06/23/95--01072--003
*****87.50 *****87.50

400001522044
-06/23/95--01072--004
*****44.03 *****44.03

Talcott Equities Limited Partnership

- Profit
- NonProfit
- Limited Liability
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Disolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Pict. Filing
- CUS
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Document Examiner	
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Verifier	
Acknowledgment	
W.P. Verifier	

6/21/95
421195
3:00

PLEASE RETURN EXTRA COPIES
FILE STAMPED

U. TAX _____
 FILING _____ 87.78
 R. AGENT FEE _____ 35.00
~~BY~~ CUS _____ 8.75
 TOTAL _____ 131.53
 N. BANK _____
 BALANCE DUE _____
 FUND _____

6/21/95
B/K

CR2E031 (1-89)

Florida Department of State, Jim Smith, Secretary of State

**APPLICATION BY FOREIGN LIMITED PARTNERSHIP
FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

FILED STATIONS
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 JUN 21 PM 59

1. Talcott Equities Limited Partnership

(Name of limited partnership as it is in the home state; ●)

2. N/A

(If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")

3. Connecticut

(State of Formation)

4. March 1, 1995

(Date of Formation)

5. CT CORPORATION SYSTEM

(Name of Registered Agent for Service of Process)

6. c/o C T Corporation System, 1200 South Pine Island Road

(Street Address of Registered Office)

Plantation

(City)

Florida

33324

(Zip Code)

7. Acceptance by the Registered Agent for Service of Process.

CT CORPORATION SYSTEM

Margaret Bertosen

(Officer must sign on this line)

MARGARET BERTOSEN
ASSISTANT SECRETARY

(Type Name and Title of Officer)

8. c/o Debevoise & Plimpton, 875 Third Avenue, New York, NY 10022

(Address of Registered Office required in State of Formation or, if not required, Address of Principal Office.)

9. NAME OF GENERAL PARTNERS

SPECIFIC ADDRESS

Talcott Corporation

F-45000-003007

c/o Debevoise & Plimpton
875 Third Avenue
New York, NY 10022

10. c/o Debevoise & Plimpton, 875 Third Avenue, New York, NY 10022

(Office where Names, Addresses and Contributions of Limited Partners are kept.)

11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.

c/o Debevoise & Plimpton, 875 Third Avenue

New York, NY 10022, Attention: Steven M. Alden

(Mailing Address of Limited Partnership)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 21 PM 1:59

This 15th day of June, 19 95

Kevin A. North
General Partner

Talcott Corporation
By Kevin A. North, its President

STATE OF Connecticut
COUNTY OF Hartford

THE FOREGOING instrument was acknowledged and sworn to before me this 15th day of June, 19 95, by Kevin A. North, President of Talcott Corporation (Name of General Partner)

Talcott Equities Limited Partnership
(Name of Limited Partnership), A Connecticut (State or Country) Limited Partnership, on behalf of the Limited Partnership.

Wendy A. Treat

Notary Public
State of Connecticut at Large
My Commission Expires:

(SEAL)

WENDY A. TREAT
NOTARY PUBLIC
MY COMMISSION EXPIRES FEB. 28, 1997

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

95 JUN 15 PM 1:59
SECRETARY OF STATE
DIVISION OF CORPORATIONS

BEFORE ME, the undersigned, personally appeared Kevin A. North, President
Talcott Corporation, General Partner of Talcott Equities Limited Partnership,
a Connecticut limited partnership, hereinafter referred to as the "Partnership",
certifies as follows:

1. The amount of capital contributions of the limited partners is \$80,000
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$12,537.

This 15th day of June, 1995.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts are true, to the best of my knowledge and belief.

Kevin A. North General Partner
 Talcott Corporation
 By Kevin A. North, its President

STATE OF Connecticut
 COUNTY OF Hartford
 DATE June 15 1995

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Kevin A. North, President of Talcott Corporation (General Partner, known to me and know by me to be the person who executed the foregoing Affidavit of Capital Contributions, and he acknowledged to me and before me that he executed this Affidavit as General Partner of said partnership.
 President of

IN WHITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15th day of June, 1995.

Wendy A. Treat
 Notary Public

Seal
 State of Connecticut at Large
 My Commission Expires:
 WENDY A. TREAT
 NOTARY PUBLIC
 MY COMMISSION EXPIRES FEB. 28, 1997

FILE ON OR BEFORE APRIL 5, 1996 TO AVOID
REVOCATION AND \$500 PENALTY FEE

LIMITED PARTNERSHIP
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra Northam
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 MAR -5 AM 11:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership
TALCOTT EQUITIES LIMITED PARTNERSHIP

1a. DOCUMENT #
B95000000226

2. New Mailing Address, if Applicable
100 Pearl Street
Suite, Apt #, etc

Mailing Address
**670 DEBVOISE & PERMPTON
875 THIRD AVENUE
NEW YORK NY 10022**

Principal Office Address
**C/O DEBVOISE & PERMPTON
875 THIRD AVENUE
NEW YORK NY 10022**

City, State & Zip
Hartford CT 06103

2a. New Principal Office Address, if Applicable
100 Pearl Street
Suite, Apt #, etc

3. Date Formed or Registered to Do Business in FLORIDA
06/21/1985

3a. Date of Last Report

4. State or Country of Formation
CT

City, State & Zip
Hartford, CT 06103

5a. Capital Contributions as Shown on Record
\$12,537.00

5b. Amount of Capital Contributions in FLORIDA to date
11,011

6. EIN Number
00-1120549

7. CERTIFICATE OF STATUS REQUIRED
 Annual Fee required
 Certificate State

8. FEES: 1.) Filing Fee: Computed at a rate of \$7 per \$1,000 on amount entered in 5b or 5a if 5b blank, with a minimum filing fee of \$52.50 and a maximum of \$437.50
2.) Supplemental Fee: \$138.75 (pursuant to section 607.193, F.S.)
THE AMOUNT DUE SHALL BE NO LESS THAN \$191.25 (\$52.50 + \$138.75) AND NO MORE THAN \$576.25 (\$437.50 + \$138.75)
Note: If the amount entered in 5b is greater than amount entered in 5a, a supplemental affidavit must be submitted along with a corporate and appropriate filing fee
MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE
\$215.80

9. Name and Address of Current Registered Agent
**CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324**

10. If changed, new Registered Agent/Office
Name
200001736542
03/07/96-01117-013
Street Address (P.O. Box Number is Not Acceptable)
******215.83 ****215.83**
Suite, Apt #, etc
City
FL Zip Code

10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, 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 its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.

11. Name(s) of General Partner(s)	11a. Address of Each General Partner (Do NOT Use Post Office Box Number)	11b. City, State & Zip Code	11c. Registration/Document Number
TALCOTT CORPORATION	675 THIRD AVENUE 100 Pearl Street	NEW YORK NY 10022 Hartford, CT 06103	F95000000007
		AR - \$171.08 SF - \$138.75 3/6/96 am	

NOTE: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General Partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE [Signature] DATE 2/20/96
Typed or Printed Name of General Partner Signing Form Kevin A. North, President, Talcott Corporation Telephone Number 860-295-6101

CR2E003 (11/95)