

Document Number Only

1395 000000227

CT CORPORATION SYSTEM

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

CORPORATION(S) NAME

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 21 PM 2:03

200001522042
-06/23/95--01072--001
*****06.25 *****06.25

Talcott Realty I Limited Partnership

200001522042
-06/23/95--01072--002
*****87.50 *****87.50

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

6/21/95
3:00
6/21/95

PLEASE RETURN EXTRA COPIES
FILE STAMPED

U. IAA _____
 FILING _____ 1,750.00
 R. AGENT FEE _____ 35.00
 APPROVS _____ 8.75
 TOTAL _____ 1,793.75
 N. BANK _____
 BALANCE DUE _____
 REFIND _____

6/21/95

Florida Department of State, Jim Smith, Secretary of State

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

1. TALCOTT REALTY I LIMITED PARTNERSHIP
(Name of limited partnership as it is in the home state;

N/A

2. _____
(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, Florida 33324
(City) (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

Talcott Corporation

SPECIFIC ADDRESS

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

E45000003007

10. 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.

12. c/o Debevoise & Plimpton, 875 Third Avenue
New York, NY 10022, Attention: Steven M. Alden

(Mailing Address of Limited Partnership)

FILED OF STATIORS
SECRETARY OF CORPORATIONS
JUN 21 9 21 AM '95

This 15th day of June, 19 95

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 JUN 21 PM 2:03

Gene N Partner
Talcott Equities Limited Partnership
By Talcott Corporation, its General Partner,
By Kevin A. North, Its President
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
General Partner of Talcott Equities Limited Partnership (Name of General
Partner)

Talcott Realty I 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 Conn at Large
My Commission Expires:

(SEAL)

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

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Kevin A. North, President of the general partner of Talcott Equities Limited Partnership, general partner of Talcott Realty I Limited Partnership, a Connecticut Limited Partnership hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$129,600,000.

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$26,704,800

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN 21 PM 2:03

Kevin A. North
General Partner
Talcott Equities Limited Partnership
By: Talcott Corporation, its General Partner, 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 the 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 the general partner of the

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 FEB 28 AM 8:42

SECRETARY OF STATE
TALLAHASSEE FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name of Limited Partnership

1a. DOCUMENT #
B9500000227

TALCOTT REALTY I LIMITED PARTNERSHIP

2. New Mailing Address, if Applicable

100 Pearl Street

Suite, Apt #, etc.

City, State & Zip

Hartford CT 06103

2a. New Principal Office Address, if Applicable

100 Pearl Street

Suite, Apt #, etc.

City, State & Zip

Hartford, CT 06103

Mailing Address

C/O DEVOISE & PLUMPTON
875 THIRD AVENUE
NEW YORK NY 10022

Principal Office Address

C/O DEVOISE & PLUMPTON
875 THIRD AVENUE
NEW YORK NY 10022

If above addresses are incorrect in any way, line through the incorrect information and enter correct address in Block 2 and/or 2a

3. Date Form or Registered in Do Business in FLORIDA

06/21/1995

3a. Date of Last Report

4. State or Country of Formation

CT

5a. Capital Contributions as Shown on Record

\$26,704,800.00

5b. Amount of Capital Contributions in FLORIDA to date

17,853,504

6. FEI Number

06-1420545

Applied For

Not Applicable

7. CERTIFICATE OF STATUS REQUIRED

Yes? Additional fee required for a Certificate of Status

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 807.103, F.S.)

THE AMOUNT DUE SHALL BE NO LESS THAN \$11.25 (\$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 separate and appropriate filing fee.

MAKE CHECK PAYABLE TO FLORIDA DEPT. OF STATE.

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

Street Address (P.O. Box Number is Not Accepted)

Suite, Apt #, etc.

City

100001752458

103/05/96--01064--013

***628.75 ***576.25

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 Numbers)

11b. City, State & Zip Code

11c. Registration/Document Number

TALCOTT CORPORATION

875 THIRD AVENUE

NEW YORK NY 10022

F85000000007

Talcott Equities Limited Partnership

100 Pearl Street

Hartford, CT 06103

B95000000226

BAR/CREL Talcott Investors LP

Four Embarcadero Center

San Francisco CA 94111

B95000000465

(Certificate of Amendment to Application for Registration is attached)

31-96a

AR - \$1497.50
SF - \$138.75

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

DATE

2/22/96

Type or Printed Name of General Partner Signing Form

Kevin A. North, President of Talcott Corporation,
General Partner of Talcott Equities LP

Telephone Number: 860-293-6401

CR2E003 (1/1995)

**CERTIFICATE OF AMENDMENT
TO
APPLICATION FOR REGISTRATION
OF
TALCOTT REALTY I LIMITED PARTNERSHIP**

FILED
96 FEB 28 AM 8:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 620.173, Florida Statutes, this foreign limited partnership hereby submits this certificate of amendment to its registration application:

The registration application is amended as follows:

<u>11. Names of General Partners</u>	<u>11a. Street Address</u>	<u>11b. City, State and Zip</u>	<u>11c. Registration #</u>
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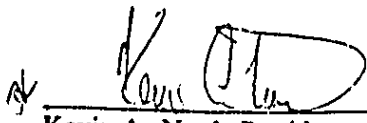
ADD:

Talcott Equities Limited Partnership	100 Pearl Street	Hartford, CT 06103	B95000000226
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RAR/CREL Talcott Investors L.P.	Four Embarcadero Center	San Francisco, CA 94111	B95000000465
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DELETE:

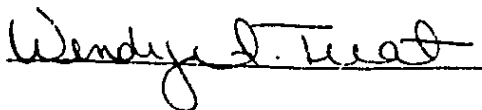
Talcott Corporation	875 Third Avenue	New York, NY 10022	F95000003007
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 Kevin A. North, President of Talcott Corporation,
 General Partner of Talcott Equities Limited Partnership

STATE OF CONNECTICUT
COUNTY OF HARTFORD

On this 20th day of February, 1996, Kevin A. North personally appeared before me,

- who is personally known to me
- whose identity I proved on the basis of



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

Seal

My Commission Expires: _____