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660 East Jefferson Street

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City

State

Zip

Phone

000002424080--6

-02/06/98-01087-025

***1837.50 ***1837.50

CORPORATION(S) NAME

Phoenix Realty Special Account-U, L.P.

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SECRETARY OF CORPORATIONS
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98 FEB -6 PM 3:14

Profit

NonProfit

Amendment

Merger

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Limited Partnership

Annual Report

Other

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Change of R.A.

Fictitious Name

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CBRT 52.50

Florida Department of State, Jim Smith, Secretary of State

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

1. Phoenix Realty Special Account-U, L.P. (Name of limited partnership as it is in the home state;

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. Delaware (State of Formation) 4. April 1, 1996 (Date of Formation)

5. C T 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.

C T CORPORATION SYSTEM (Officer must sign on the line) EDWARD GUISOLA Assistant Vice President (Type Name and Title of Officer)

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

9. NAME OF GENERAL PARTNERS

SPECIFIC ADDRESS

Phoenix Realty Equity Investments, Inc.

38 Prospect Street Hartford, CT 06115-0479

Handwritten: Pgy 00000734

10. 38 Prospect Street, Hartford, CT 06115-0479 (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of the limited partner or limited partners until the limited partnership's registration in Florida is cancelled or withdrawn.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. 38 Prospect Street, Hartford, CT 06115-0479 (Mailing Address of Limited Partnership)

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DIVISION OF CORPORATIONS
98 FEB - 6 PM 3:11

This 2nd day of February, 1998.

Brian T. Murdy

Brian T. Murdy, Senior Vice President for
Phoenix Realty Equity Investments, Inc.

STATE OF Connecticut

COUNTY OF Hartford

THE FOREGOING instrument was acknowledged and sworn to before me this 2nd day
of February, 1998, by Brian T. Murdy Senior Vice President for Phoenix Realty
Equity Investments, Inc. (Name of General Partner) of Phoenix Realty Special Account-U, L.P
(Name of Limited Partnership), A Delaware (State or Country) Limited
Partnership, on behalf of the Limited Partnership.

NoREEN M. O'CONNELL

Notary Public
State of Connecticut Large

(SEAL)

My Commission Expires:

September 30, 1998

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

BEFORE ME, the undersigned, personally appeared Brian T. Murdy, a Senior Vice President of Phoenix Realty Equity Investments Inc., which is a general partner of Phoenix Realty Special Account-U, L.P., limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 35,778,300.

2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 5,100,000.

This 2nd day of February, 19 98

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.

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DIVISION OF CORPORATIONS
98 FEB - 6 AM 3:44

General Partner

Brian T. Murdy
Brian T. Murdy, Senior Vice President of Phoenix Realty Equity Investments, Inc.

STATE OF Connecticut
COUNTY OF Hartford
DATE February 2, 1998

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 Brian T. Murdy, Senior Vice*Presi- (General Partner, known to me and known 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.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this Second day of February, 19 98

Noreen M. O'Connell
Notary Public

Seal
State of Connecticut at Large
My Commission Expires:
September 30, 1998

(FLA. - LP 2820 - 9/20/90)
CT System

*President of Phoenix Realty Equity Investments, Inc.