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DIVISION OF STATE SECRETARIES

ACCOUNT NO. : 07216600503 CORPORATION
REFERENCE : 100012 5024829
AUTHORIZATION : *Patricia Pijut*
COST LIMIT : \$ 70.00

ORDER DATE : September 26, 1996
ORDER TIME : 10:01 AM 200001964422
ORDER NO. : 100012
CUSTOMER NO: 5024829
CUSTOMER: Mr. Fred Blum
Prudential Timber Investments,
P.O. Box 990407
800 Boylston Street
Boston, MA 02199

FOREIGN FILINGS

NAME: PRUDENTIAL TIMBER INVESTMENTS, INC.

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XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Prudential Timber Investments, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. New Jersey 3. 04-3070429
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 11-13-89 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 8/16/96 (Investment manager of a Fund that purchased timberland
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S. (in FL.))
7. P.O. Box 990407
Boston, MA 02199
(Current mailing address)
8. Fiduciary oversight of timberland investments.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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9. Name and street address of Florida registered agent:

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

, Florida,

32301

(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: Mary Wheeler Ass't VP
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

SEE ATTACHED LIST

A. DIRECTORS

Chairman: John R. Strangfeld, Jr.
51 Post Lane
Address: _____
Benardaville, NJ 07924

Vice Chairman: _____
Address: _____

Director: John M. Lord, Jr.
109 Chestnut Street
Address: _____
Weston, MA 02193

Director: _____
Address: _____

B. OFFICERS

President: John M. Lord, Jr.
109 Chestnut Street
Address: _____
Weston, MA 02193

Vice President: Douglas W. Charles
30 Peterborough Street
Address: _____
Boston, MA 02215

Secretary: Christine Pham Jackel
219 Prospect Avenue
Address: _____
Little Silver, NJ 07739

Treasurer: _____
Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. John M. Lord, Jr. Director and President
(Typed or printed name and capacity of person signing application)

Corporate Officers

Prudential Timber Investments, Inc.
800 Boylston Street
Boston, MA 02108

EIN# 04-3070429

1. Name & Current Address	2. SSNO	3. Title	4. Dates Employed in this position
John R. Strangfeld, Jr. 51 Post Lane Bernardsville, NJ 07924	220-48-9288	Director	6/85 Present
John T. Flourant 2101 Ackman Court Bridgewater, NJ 08807	150-04-6988	Comptroller	2/85 Present
Michelle Range 125-10 Queens Blvd. Kew Gardens, NY 11415	082-48-0682	Assistant Secretary	8/92 Present
Debra Schulevitz 924 West End Avenue New York, NY	694-70-3854	Assistant Secretary	10/84 Present
Frederick W. Ulum 8 Agawain Avenue Ipswich, MA 01938	040-48-8033	VP Finance & Asst. Secretary	7/93 Present
James Shea 7 Wenatch Avenue Rockaway, NJ 07866	162-58-7223	Assistant Secretary	3/84 Present
John M. Lord, Jr. 109 Chestnut Street Weston, MA 02193	011-38-4855	President & Director	12/89 Present
Douglas W. Charles 30 Peterborough St. #33 Boston, MA 02215	078-40-2041	Executive VP & Assistant Comptroller & Director	12/89 Present
Michelle Davila 7 Park Avenue New York, NY 10018	119-84-2046	Assistant Secretary	12/84 Present
C. Edward Chaplin 35 Hillcrest Ave. Summit, NJ 07901	137-58-7003	Treasurer	10/92 Present
Debra Gallico 50 Westside Avenue Avenel, NJ 07001	141-50-1557	Assistant Treasurer	8/93 Present
Christine Pham Jackel 219 Prospect Ave. Little Silver, NJ 07739	088-54-7891	Secretary	1/93 Present
Michael Guancione 1587 Brookside Road Mountainside, NJ 07092	140-40-1040	Assistant Secretary	5/93 Present

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Officers hold office until his successor is elected and qualifies or until his earlier resignation or removal.

State of New Jersey



Department of State

PRUDENTIAL TIMBER INVESTMENTS, INC.

I, the Secretary of State of the State of New Jersey, DO HEREBY CERTIFY that the records of this office show that the charter of the above-named corporation was filed in this office on the 13th day of November A.D. 1989 and so far as the records of this office show, said corporation has never been dissolved by action of its stockholders, nor has its charter been voided for non-payment of State taxes by Proclamation and now continues as an existing corporation within the State of New Jersey. At the time of issuance of this certificate Annual Reports are outstanding for the year of 1996.

I FURTHER CERTIFY, that the location of the registered office is 830 Bear Tavern Road, West Trenton, New Jersey 08628 and the registered agent is Prentice Hall Corporation System/NJ.

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IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton this 30th day of September A.D. 1996.

Donna R. Hooley

SECRETARY OF STATE

