

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
Apr 01 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 856609 (3)  
1. Corporation Name  
PHOENIX FOUNDERS, INC.



Principal Place of Business  
38 PROSPECT ST  
HARTFORD CT 06115  
US

Mailing Address  
38 PROSPECT ST  
HARTFORD CT 06115  
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/01/1983	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 06-0860167	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	30	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

UNITED STATES CORPORATION COMPANY  
1201 HAYS STREET  
SUITE 105  
TALLAHASSEE FL 32301

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

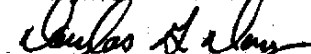
Signature, typed or printed name of registered agent and fee if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCOTT, NOBLE C.	1.2 NAME	
STREET ADDRESS	291 PROSPECT ST	1.3 STREET ADDRESS	
CITY-ST-ZIP	WAST LONGMEADOW MA	1.4 CITY-ST-ZIP	
TITLE	VP	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RUBIN, BARBARA	2.2 NAME	
STREET ADDRESS	18 WILLOW GREEN WAY	2.3 STREET ADDRESS	
CITY-ST-ZIP	GLASTONBURY CT	2.4 CITY-ST-ZIP	
TITLE	ASVP	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FLEMING, II., LAURENCE P	3.2 NAME	
STREET ADDRESS	39 CART ROAD	3.3 STREET ADDRESS	
CITY-ST-ZIP	GLASTONBURY CT	3.4 CITY-ST-ZIP	
TITLE	VP	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CARTER, JAMES S.	4.2 NAME	
STREET ADDRESS	1081-1/2 FARMINGTON AVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	WEST HARTFORD CT	4.4 CITY-ST-ZIP	
TITLE	VP	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BLOMQUIST, STEVEN R.	5.2 NAME	
STREET ADDRESS	24 ALICE LANE	5.3 STREET ADDRESS	
CITY-ST-ZIP	HERBRON CT	5.4 CITY-ST-ZIP	
TITLE	VPAT	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DENYER, DOUGLAS G.	6.2 NAME	
STREET ADDRESS	129 COUNTRY VIEW DRIVE	6.3 STREET ADDRESS	
CITY-ST-ZIP	S. WINDSOR CT	6.4 CITY-ST-ZIP	

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.

SIGNATURE:  DOUGLAS G. DENYER (860) 403-7132

CR2E034 (10/97)