

F04000002083

Florida Department of State
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CT Corp*

FOREIGN PROFIT QUALIFICATION

Prudential Real Estate Affiliates, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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W04-14578

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CT CORPORATION

P.05



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 15, 2004

C T CORPORATION SYSTEM

SUBJECT: PRUDENTIAL REAL ESTATE AFFILIATES, INC.
REF: W04000014578

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Didn't receive the 1st page of application.,

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Joey Bryan
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CT CORPORATION

P.02

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

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

1. PRUDENTIAL REAL ESTATE AFFILIATES, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3.

33-1086638

(FEI number, if applicable)

4. 03/24/2004

(Date of incorporation)

5.

Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 03/31/2004

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 3333 Michelson Drive, Suite 1000, Irvine, CA 92612

(Principal office address)

same

(Current mailing address)

8. Offer and sale of real estate brokerage franchises and provision of services to franchisees

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: **CT Corporation System**

Office Address: **c/o CT Corporation System, 1200 South Pine Island**

Plantation

(City)

, Florida

33324

(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.

CT Corporation System

By:

Conie Buz

(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 business addresses of officers and/or directors:

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CT CORPORATION

P.03

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Susanne E. Schaller
(Signature of Director or Officer listed in number 12 of the application)

14. Susanne E. Schaller, Ass. Secretary
(Typed or printed name and capacity of person signing application)

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Full Name	Title	Address
Bishop, Robert K	Asst. Controller	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Blum, Paul F	Asst. Controller	751 Broad Street, Newark, NJ 07102
Campen, David S	Asst. Controller	751 Broad Street, Newark, NJ 07102
Capuano, Martin E	Vice President	200 Summit Lake Drive, Valhalla, NY 10595
Chaplin, C. Edward	Vice President	751 Broad Street, Newark, NJ 07102
Chaplin, C. Edward	Treasurer	751 Broad Street, Newark, NJ 07102
Chodiner, Martin P	Asst. Controller	751 Broad Street, Newark, NJ 07102
Coszar, Andrea H	Executive Vice President	200 Summit Lake Drive, Valhalla, NY 10595
Davies, Douglas G	Senior Vice President	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Degloria, Louis E	Asst. Auditor	751 Broad Street, Newark, NJ 07102
Del Mauro, Dianne L	Asst. Secretary	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
DeLaney, Laura J	Asst. Treasurer	751 Broad Street, Newark, NJ 07102
Downs, Andrew R	Executive Vice President	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Flore, Dominic	Asst. Controller	751 Broad Street, Newark, NJ 07102
Frost, John	Senior Vice President	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Gann, Linda G	Asst. Treasurer	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Gibson, Kathleen M	Asst. Secretary	751 Broad Street, Newark, NJ 07102
Goebel, Larry D	Senior Vice President	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Grippe, Mark V	Vice President	200 Summit Lake Drive, Valhalla, NY 10595
Gronowski, Raymond A	Senior Vice President	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Hanel, Michel F	Vice President	200 Summit Lake Drive, Valhalla, NY 10595
Hoffman, Kathleen C	Asst. Treasurer	751 Broad Street, Newark, NJ 07102
Keenan, Laura K	Vice President	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Kelly, Dennis J	Executive Vice President	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Larson, Charles E	Executive Vice President	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Larson, Charles E	Chief Financial Officer	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Larson, Charles E	Controller	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Larson, Charles E	Director	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Lee, Earl W	Director	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Lee, Earl W	President	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Lee, Kathie S	Vice President	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Lee, Kathie S	Corporate Counsel	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Lee, Kathie S	Asst. Secretary	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Lee, Kathie S	Asst. Auditor	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Mackey, Lisa C	Vice President	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Maggio, Donna D	Asst. Controller	751 Broad Street, Newark, NJ 07102

Full Name	Title	Address
Mansur - Brown, Patricia M	Vice President	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Mansur - Brown, Patricia M	Corporate Counsel	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Mansur - Brown, Patricia M	Asst. Secretary	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Mansur - Brown, Patricia M	Asst. Auditor	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
McCauley, Mary Anne	Asst. Controller	751 Broad Street, Newark, NJ 07102
McWilliams, Melody L	Asst. Cashier	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Meyerson, Lynna K	Vice President	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Pavlou, Janice F	Asst. Controller	751 Broad Street, Newark, NJ 07102
Ray, Patti	Senior Vice President	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Sanford, Peter J	Vice President	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Schaller, Susanne	Asst. Secretary	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Smith, Keith M	Regional Vice President	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Smith, Neva	Asst. Controller	751 Broad Street, Newark, NJ 07102
Tornalino, Robert G	Vice President	751 Broad Street, Newark, NJ 07102
Vaccaro, Richard F	Asst. Treasurer	751 Broad Street, Newark, NJ 07102
Van Der Wal, John R	Director, Chairman of the Board	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Van Der Wal, John R	Director	3333 Michelson Drive, Suite 1000, Irvine, CA 92612
Vogt, Bernie	President, Canadian Operations	200 Summit Lake Drive, Valhalla, NY 10595
Wassenius, Michael E	Senior Vice President	200 Summit Lake Drive, Valhalla, NY 10595
Wassenius, Michael E	General Counsel	200 Summit Lake Drive, Valhalla, NY 10595
Wassenius, Michael E	Secretary	200 Summit Lake Drive, Valhalla, NY 10595
Yorliff, Mary E	Asst. Controller	751 Broad Street, Newark, NJ 07102

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CT CORPORATION

P.04

Delaware

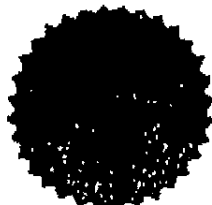
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRUDENTIAL REAL ESTATE AFFILIATES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTY-FIRST DAY OF MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3025628

DATE: 03-31-04