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Document Number Only

CF CORPORATION SYSTEM

Requestor's Name
660 EAST JEFFERSON STREET

Address
TALLAHASSEE FL 32301 222-1092

City State Zip Phone

600001519966
-06/22/95--01002--000
*****70.00 *****70.00

600001519966
-06/22/95--01002--010
*****8.75 *****8.75

CORPORATION(S) NAME

Talcoett Corporation

- Profit
- NonProfit
- Limited Liability
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
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- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. Talcott Corporation
(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. Connecticut 3. applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 1, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. June 20, 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. c/o Debevoise & Plimpton, 875 Third Avenue
New York, NY 10022, Attention: Steven M. Alden
(Current mailing address)
8. to engage in any lawful act or activity for which corporations may be formed under the Stock Corporation Act of the State of Connecticut
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM

Margaret Bertosen

(Registered agent's signature) (Officer)

MARGARET BERTOSEN

ASSISTANT SECRETARY

(Type Name and Title of Officer)

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:

A. DIRECTORS

Director: James H. Kimenker

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

Director: Les R. Tagert

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

Director: Kevin A. North

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

Director: _____

Address: _____

B. OFFICERS

President: Kevin A. North

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

Vice President: Les R. Tagert

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

Secretary and Vice President: James H. Kimenker

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

Vice President: John E. Reynolds

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

Vice President: Martin P. Kane

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

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. Kevin A. North, President and Director
(Typed or printed name and capacity of person signing application)

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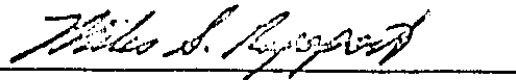
Office of the Secretary of the State of Connecticut

I, the Connecticut Secretary of the State,
and keeper of the seal thereof, DO HEREBY CERTIFY, that

TALCOTT CORPORATION

a STOCK corporation under the Connecticut General Statutes was filed
in this office on March 1, 1995.

Insofar as the records of this office reveal, the corporation is in
existence and in good standing.



Secretary of the State

Date Issued: June 20, 1995

65 JUN 21 2 19 45

SECRETARY OF THE STATE