

F98000000734

Document Number Only

CT Corporation System
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

300002423833--6
-02/06/98--01082--019
*****70.00 *****70.00

300002423833--6
-02/06/98--01082--020
*****52.50 *****52.50

Phoenix Realty Equity Investments, Inc.

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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> UCC Filing | |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem |
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DIVISION OF CORPORATION

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. Phoenix Realty Equity 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. Delaware

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

3. 06-145117

(FEI number, if applicable)

4. March 4, 1996

(Date of incorporation)

5. Perpetual

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

6. Upon qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. 38 Prospect Street

Hartford, CT 06115

(Current mailing address)

8. See attached purpose clause.

(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 obligation of my position as registered agent.

C T Corporation System

Connie Bryan
(Registered agent's signature) (Officer)

Connie Bryan

(Type Name and Title of Officer)

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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The purpose of this company is to engage in real estate investments directly or as a partner in limited partnerships or general partnerships or as a member of a limited liability company.

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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

Chairman: N/A

Address:

Director: Robert W. Fiondella

Address: One American Row
Hartford, CT 06102-5056

Director: Philip R. McLoughlin

Address: 56 Prospect Street
Hartford, CT 06115

Director: Scott C. Noble

Address: 38 Prospect Street
Hartford, CT 06115

B. OFFICERS

President: James S. Carter

Address: 38 Prospect Street
Hartford, CT 06115

Vice President: See attached list

Address:

Secretary: Laurence P. Fleming

Address: One American Row
Hartford, CT 06102-5056

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Phoenix Realty Equity Investments, Inc.
All Officers

Title	Name (Last, First, Middle)
Chief Executive Officer	Noble, Scott C.
President	Carter, James S.
Executive VP	Emanuel, Geoffrey S.
Executive VP	Hartigan, Michael J.
Executive VP	Kosan, Alan S.
Senior VP	Grzybala, Peter C.
Senior VP	Martha, James G.
Vice President	Abbott, Nancye L.
Vice President	Bowman, Stephen K.
Vice President	Cohn, Cindy J.
Vice President	Conway, Michael D.
Vice President	Greer, Pamela J.
Vice President	Heiberger, Richard F.
Vice President	Huff, Nadine F.
Vice President	Kennedy, Mary Ann
Vice President	Kirby, Elaine D.
Vice President	Koutnik, Brett M.
Vice President	Linton, Bruce B.
Vice President	Marshall, Frederick J.
Vice President	Moreno, William J.
Vice President	Murdy, Brian T.
Vice President	Richard, Alphie J.
Treasurer	Searfoss, David W. *
Assistant Treasurer	Moody, Ellen R. *
Secretary	Fleming, Laurence P. *
Assistant Secretary	Kerr, Edwin L. *

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* Address is: One American Row, Hartford, CT 06115

All others addresses are: 38 Prospect Street, Hartford, CT 06115

Treasurer: David W. Searfoss

Address: One American Row

Hartford, CT 06115

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

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

14. Laurence P. Fleming, Secretary
(Typed or printed name and capacity of person signing application)

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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PHOENIX REALTY EQUITY INVESTMENTS, 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 FIFTH DAY OF FEBRUARY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION:

2598726 8300

DATE:

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02-05-98