

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

Pg 1 of 4

PROFIT CORPORATION ANNUAL REPORT 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P15615 (8)

1. Corporation Name
THE PRUDENTIAL REAL ESTATE AFFILIATES, INC.



Principal Place of Business: 3200 PARK CENTER DRIVE SUITE 1500 COSTA MESA CA 92626
Mailing Address: 3200 PARK CENTER DRIVE SUITE 1500 COSTA MESA CA 92626

3. Date Incorporated or Qualified: 08/18/1987
3a. Date of Last Report: 05/01/1995

21	2. Principal Place of Business	2a	Mailing Address	4	FEI Number	Applied For
	Suite, Apt. #, etc.		Suite, Apt. #, etc.		22-2785461	Not Applicable
22	City & State	27	City & State	5	Certificate of Status Desired	\$8.75 Additional Fee Required
					<input type="checkbox"/>	
23	Zip	28	Zip	6	Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
					<input type="checkbox"/>	
24	Country	29	Country	8	This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

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

81	Name
82	Street Address (P.O. Box Number is Not Acceptable)
83	
84	City
85	Zip Code

FL

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: _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD BAUER, STEPHEN E 3200 PARK CENTER DR. COSTA MESA CA	<input type="checkbox"/> DELETE	1.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			1.2 NAME
STREET ADDRESS			1.3 STREET ADDRESS
CITY-ST-ZIP			1.4 CITY-ST-ZIP
TITLE	D BRASWELL, STEPHEN R. 23 MAIN ST HOLMDEL NJ	<input checked="" type="checkbox"/> DELETE	2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			2.2 NAME
STREET ADDRESS			2.3 STREET ADDRESS
CITY-ST-ZIP			2.4 CITY-ST-ZIP
TITLE	S BLOUNT, SUSAN 751 BROAD ST. NEWARK NJ	<input checked="" type="checkbox"/> DELETE	3.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			3.2 NAME
STREET ADDRESS			3.3 STREET ADDRESS
CITY-ST-ZIP			3.4 CITY-ST-ZIP
TITLE	AS HUBBELL, JONATHAN 3200 PARK CENTER DR. COSTA MESA CA	<input type="checkbox"/> DELETE	4.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			4.2 NAME
STREET ADDRESS			4.3 STREET ADDRESS
CITY-ST-ZIP			4.4 CITY-ST-ZIP
TITLE	V UNDERKOFFLER, DENIS A. 3200 PARK CENTER DR COSTA MESA CA	<input type="checkbox"/> DELETE	5.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			5.2 NAME
STREET ADDRESS			5.3 STREET ADDRESS
CITY-ST-ZIP			5.4 CITY-ST-ZIP
TITLE	V CHOROMANSKIS, FRANK 3200 PARK CTR. DR. COSTA MESA CA	<input type="checkbox"/> DELETE	6.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME			6.2 NAME
STREET ADDRESS			6.3 STREET ADDRESS
CITY-ST-ZIP			6.4 CITY-ST-ZIP

see attached

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: *[Signature]* *[Signature]*
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR: Patricia M. Mansur-Brown
Date: 4/12/96 Daytime Phone #: 714/966-7900

CR2E034 (12/95)

PREADIRB.XLS

THE PRUDENTIAL REAL ESTATE AFFILIATES, INC.						
DIRECTORS						
BUSINESS ADDRESSES						
3/6/95						
NAME	Street Address	City	State	ZIP Code	S.S. No.	
Bauer, Stephen E., Chairman	3200 Park Center Drive	Costa Mesa	CA	92626	546-56-6054	
P. David Franzetta	751 Broad Street, 11th Fl.	Newark	NJ	07102-3777	191-36-0348	
Luca, Matthew M.	200 Summit Lake Drive	Vailhalla	NY	10595	063-38-4464	

OFFICERS
BUSINESS ADDRESSES
4/12/98

NAME	TITLE	STREET ADDRESS	CITY	STAT	ZIP
Adams, Lon A.	Vice President	3200 Park Center Dr., Ste. 1500	Costa Mesa	CA	92626
Bauer, Stephen E.	President and Chairman	3200 Park Center Dr., Ste. 1500	Costa Mesa	CA	92626
Casserty, Brenda W.	Sr. Vice President & COO, Southern Region	1235 Westlakes Dr., Ste. 420	Berwyn	PA	19312
Chaplin, C. Edward	Vice President and Treasurer	751 Broad St., 6th Fl.	Newark	NJ	07102-3777
Choromantis, Frank	Senior Vice President/CFO	3200 Park Center Dr.	Costa Mesa	CA	92626
Clark, Walter J.	Vice President	3200 Park Center Drive, Ste. 1500	Costa Mesa	CA	92626
Cook, Timothy J.	Vice President/Comptroller	3200 Park Center Dr.	Costa Mesa	CA	92626
Davies, Douglas G.	Vice President	3200 Park Center Dr.	Costa Mesa	CA	92626
Fuller, Lyle A.	Assistant Vice President	3200 Park Center Dr.	Costa Mesa	CA	92626
Gallico, Debra J.	Assistant Treasurer	3200 Park Center Drive, Suite 1500	Costa Mesa	CA	92626
Gann, Linda G.	Assistant Treasurer	1111 Durham Ave.	South Plainfield	NJ	07080
Gilks, David W.	Assistant Treasurer	1111 Durham Ave.	South Plainfield	NJ	07080
Goebel, Larry D.	Assistant Vice President	3200 Park Center Drive, Suite 1500	Costa Mesa	CA	92626
Guancione, Michael J.	Sr. Vice President & COO, Western Region	3200 Park Center Dr.	Costa Mesa	CA	92626
Hoffman, Kathy C.	Assistant Treasurer	1111 Durham Ave.	South Plainfield	NJ	07080
Hubball, Jonathan	Assistant Treasurer	751 Broad St.	Newark	NJ	07102-3777
Kelcher, Jr., William O.	Asst. Gen. Counsel, Asst. Sec. & Asst. Auditor	3200 Park Center Dr.	Costa Mesa	CA	92626
Kelly, Dennis J.	Assistant Vice President	197 Hgh. 18, Ste. 100	East Brunswick	NJ	08816
Larson, Charles E.	Sr. Vice President & COO, Central Region	3200 Park Center Dr.	Costa Mesa	CA	92626
Mansur-Brown, Patricia M	Asst. Vice President and Asst. Comptroller	3200 Park Center Dr.	Costa Mesa	CA	92626
Mayer III, Albert J.	Asst. Gen. Counsel, Asst. Sec. & Asst. Auditor	3200 Park Center Dr.	Costa Mesa	CA	92626
Moos, Robert W.	Vice President	3200 Park Center Dr.	Costa Mesa	CA	92626
Newberg, Dale S.	Assistant Comptroller	213 Washington Street, 5th Floor	Newark	NJ	07102-2992
Ozonian, Steven A.	Vice President	3200 Park Center Dr.	Costa Mesa	CA	92626
Pavlou, Janice F.	Sr. Executive Vice President & Chief Opr. Off.	3200 Park Center Dr.	Costa Mesa	CA	92626
Petersen, Michael J.	Assistant Comptroller	213 Washington St., 5th Floor	Newark	NJ	07102-2992
Quinn, James J.	V. P., Gen. Counsel and Secretary	3200 Park Center Dr.	Costa Mesa	CA	92626
Raimon, Caryn E.	Assistant Treasurer	Gtvy. Ctr. 2, McCarter Hwy. & Midl. St.	Newark	NJ	07102-5096
Rose, Elliot S.	Assistant Secretary	751 Broad Street, 20th Fl.	Newark	NJ	07102-3777
Sanford, Peter J.	President, Cdn. Opr., Exec. V. P. Chief Opr. Off., Northern Re	1235 Westlakes Dr., Ste. 420	Berwyn	PA	19312
Sayles, Richard N.	Vice President	3200 Park Center Dr.	Costa Mesa	CA	92626
Shes, James J.	Assistant Treasurer	1111 Durham Ave.	South Plainfield	NJ	07080
Sherman, Virginia D.	Assistant Treasurer	231 Washington St., 9th Floor	Newark	NJ	07102
Steen, Gerardo J. Z.	Senior Vice President	3200 Park Center Drive, Ste. 1500	Costa Mesa	CA	92626
Sprecher, Sherril K.	Cashier	751 Broad St.	Newark	NJ	07102-3777
Strains, James V.	Vice President	3200 Park Center Dr.	Costa Mesa	CA	92626
Travelstead, Jeffrey	Assistant Treasurer	751 Broad St., 6th Floor	Newark	NJ	07102-3777
Underkofler, Denis A.	Vice President	751 Broad St., 13th Floor	Newark	NJ	07102-3777
Woff, David W.	Assistant Treasurer	3200 Park Center Dr.	Costa Mesa	CA	92626
		1111 Durham Ave.	South Plainfield	NJ	07080

SS. NO.
566-72-9024
546-56-6054
411-86-4341
137-56-7003
060-40-6330
559-80-1122
476-60-3064
552-68-3169
573-76-4494
141-50-1557
148-42-6006
372-42-5965
505-66-2336
140-40-1040
151-50-2186
134-34-6906
496-48-4950
570-64-9761
570-04-4449
556-17-0574
368-36-3474
158-56-1074
469-38-7077
340-48-9059
157-48-6263
391-54-6344
155-38-4371
140-64-9246
102-38-6535
149-40-0022
147-36-1563
162-58-7223
239-02-3656
551-63-3676
219-66-4664
204-32-9241
346-60-4958
167-42-0342
141-70-0623