

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

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**Feb 11 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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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 92626-7156
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3. Date Incorporated or Qualified 08/18/1987	3a. Date of Last Report 04/24/1996
4. FEI Number 22-2785461	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt #, etc.	26 Suite, Apt #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

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

B1 Name
B2 Street Address (P.O. Box Number is Not Acceptable)
B3
B4 City
B5 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD <input checked="" type="checkbox"/> DELETE
NAME	BAUER, STEPHEN E
STREET ADDRESS	3200 PARK CENTER DR.
CITY-ST-ZIP	COSTA MESA CA
TITLE	D <input type="checkbox"/> DELETE
NAME	FRANZETTA, DAVID P.
STREET ADDRESS	751 BROAD STREET, 11TH FLOOR
CITY-ST-ZIP	NEWARK NJ
TITLE	D <input type="checkbox"/> DELETE
NAME	LUCA, MATTHEW M.
STREET ADDRESS	200 SUMMIT LAKE DR
CITY-ST-ZIP	VALHALLA NY
TITLE	AS <input type="checkbox"/> DELETE
NAME	HUBBELL, JONATHAN
STREET ADDRESS	3200 PARK CENTER DR.
CITY-ST-ZIP	COSTA MESA CA
TITLE	V <input type="checkbox"/> DELETE
NAME	UNDERKOFFLER, DENIS A.
STREET ADDRESS	3200 PARK CENTER DR
CITY-ST-ZIP	COSTA MESA CA
TITLE	V <input checked="" type="checkbox"/> DELETE
NAME	CHOROMANSKIS, FRANK
STREET ADDRESS	3200 PARK CTR. DR.
CITY-ST-ZIP	COSTA MESA CA

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P/D <input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Steven A. Ozonian
1.3 STREET ADDRESS	3200 Park Center Dr., Ste. 1500
1.4 CITY-ST-ZIP	Costa Mesa, CA 92626
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	V Lon Adams
6.3 STREET ADDRESS	3200 Park Center Dr., Ste. 1500
6.4 CITY-ST-ZIP	Costa Mesa, CA 92626

14. I do 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. **Patricia M. Mansur-Brown, Asst. Secretary**

SIGNATURE: _____ DATE: 2/3/97 DAYTIME PHONE: 714-966-7900

CR2E034 (9/96)

THE PRUDENTIAL REAL ESTATE AFFILIATES, INC.						
		DIRECTORS				
		BUSINESS ADDRESSES				
		9/13/96				
NAME	Street Address	City	State	ZIP Code	S.S. No.	
Franzetta, P. David	3200 Park Center Drive	Costa mesa	CA	92626	191-36-0348	
Luca, Matthew M.	200 Summit Lake Drive	Valhalla	NY	10595	063-38-4464	
Ozonian, Steven A., Chairman	3200 Park Center Drive	Costa Mesa	CA	92626	349-48-9059	

OFFICERS
BUSINESS ADDRESSES
1/17/97

NAME	TITLE	STREET ADDRESS	CITY	STAT	ZIP	SS. NO.
Adams, Lon A.	Vice President	3200 Park Center Dr., Ste. 1500	Costa Mesa	CA	92626	568-72-9024
Chaplin, C. Edward	Vice President and Treasurer	751 Broad St., 6th Fl.	Newark	NJ	07102-3777	137-56-7003
Clark, Walter J.	Vice President	3200 Park Center Drive, Ste. 1500	Costa Mesa	CA	92626	559-80-1122
Cook, Timothy J.	Vice President/Comptroller	3200 Park Center Drive	Costa Mesa	CA	92626	476-60-3064
Corrigan, Nadine A.	Vice President, Research & Communications	3200 Park Center Drive	Costa Mesa	CA	92626	552-94-1157
Davies, Douglas G.	Vice President	3200 Park Center Drive	Costa Mesa	CA	92626	552-68-3169
Franzetta, P. David	Executive Vice President & CFO	3200 Park Center Drive	Costa Mesa	CA	92626	191-36-0348
Fuller, Lyle A.	Vice President	3200 Park Center Drive, Suite 1500	Costa Mesa	CA	92626	573-78-4494
Gallico, Debra J.	Assistant Treasurer	1111 Durham Ave.	South Plainfield	NJ	07080	141-50-1557
Gann, Linda G.	Assistant Treasurer	1111 Durham Ave.	South Plainfield	NJ	07080	148-42-9005
Goebel, Larry D.	Sr. Vice President, Mergers & Acquisitions	3200 Park Center Dr.	Costa Mesa	CA	92626	505-56-2538
Guancione, Michael J.	Assistant Treasurer	1111 Durham Ave.	South Plainfield	NJ	07080	140-40-1040
Hoffman, Kathleen C.	Assistant Treasurer	751 Broad St.	Newark	NJ	07102-3777	151-50-2188
Hubbell, Jonathan	Asst. Gen. Counsel, Asst. Sec., & Asst., Auditor	3200 Park Center Dr.	Costa Mesa	CA	92626	134-34-8968
Keleher, Jr., William O.	Assistant Vice President	197 High. 18, Ste. 100	East Brunswick	NJ	08816	498-48-4950
Kelly, Dennis J.	Sr. Vice President, Network Development	3200 Park Center Dr.	Costa Mesa	CA	92626	570-64-9781
Larson, Charles E.	Asst. Vice President and Asst. Comptroller	3200 Park Center Dr.	Costa Mesa	CA	92626	570-04-4449
Mansour-Brown, Patricia M.	Asst. Gen. Counsel, Asst. Sec. & Asst. Auditor	3200 Park Center Dr.	Costa Mesa	CA	92626	556-17-0574
Moos, Robert W.	Assistant Comptroller	213 Washington Street, 5th Floor	Newark	NJ	07102-2992	158-56-1074
Ozonian, Steven A.	President & Chief Exec. Off.	3200 Park Center Dr.	Costa Mesa	CA	92626	349-48-9059
Pavlou, Janice F.	Assistant Comptroller	213 Washington St., 5th Floor	Newark	NJ	07102-2992	157-48-5263
Petersen, Michael J.	V. P., Gen. Counsel and Secretary	3200 Park Center Dr.	Costa Mesa	CA	92626	391-54-6344
Quinn, James J., Jr.	Assistant Treasurer	Gtwy. Ctr. 2, McCarter Hwy. & Mkt.	Newark	NJ	07102-5096	155-38-4371
Raimon, Caryn E.	Assistant Secretary	751 Broad Street, 20th Fl.	Newark	NJ	07102-3777	140-64-9546
Ross, Elliot S.	President, Cdn. Opr., Sr. V. P., Network Service	1235 Westlakes Dr., Ste. 420	Berwyn	PA	19312	102-38-8535
Sanford, Peter J.	Vice President	3200 Park Center Dr.	Costa Mesa	CA	92626	149-40-0022
Sayles, Richard N.	Assistant Treasurer	1111 Durham Ave.	South Plainfield	NJ	07080	147-38-1563
Shea, James J.	Assistant Treasurer	231 Washington St., 9th Floor	Newark	NJ	07102	162-58-7223
Sherman, Virginia D.	Senior Vice President	3200 Park Center Drive, Ste. 1500	Costa Mesa	CA	92626	238-02-3656
Sprecher, Sherri K.	Vice President	3200 Park Center Dr.	Costa Mesa	CA	92626	219-68-4664
Strains, James V.	Assistant Treasurer	751 Broad St., 6th Floor	Newark	NJ	07102-3777	204-32-9241
Underkofler, Denis A.	Vice President	3200 Park Center Dr.	Costa Mesa	CA	92626	187-42-0342
Van Der Wall, John R.	Executive Vice President and Chief Opr. Officer	3200 Park Center Drive	Costa Mesa	CA	92626	157-54-5365
Watson, Robert S.	Assistant Vice President	3200 Park Center Drive	Costa Mesa	CA	92626	212-68-1273
Wolf, David W.	Assistant Treasurer	1111 Durham Ave.	South Plainfield	NJ	07080	141-70-5623