

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

**FILED**  
**Mar 30 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> 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 <b>3333 MICHELSON DRIVE                  SUITE 1000                  IRVINE CA 92612</b>	Mailing Address <b>3333 MICHELSON DRIVE                  SUITE 1000                  IRVINE CA 92612</b>
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DO NOT WRITE IN THIS SPACE

<b>21</b> Principal Place of Business	<b>2a.</b> Mailing Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
<b>22</b> City & State	<b>27</b> City & State
<b>23</b> Zip	<b>28</b> Zip
<b>25</b> Country	<b>30</b> Country

<b>3.</b> Date Incorporated or Qualified <b>08/18/1987</b>	
<b>4.</b> FEI Number <b>22-2785461</b>	Applied For <input type="checkbox"/> Not Applicable
<b>5.</b> Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
<b>6.</b> Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
<b>8.</b> This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

**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**

<b>81</b> Name	
<b>82</b> Street Address (P.O. Box Number is Not Acceptable)	
<b>83</b>	
<b>84</b> City	<b>FL</b> <b>85</b> 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	<b>PD</b>	<input type="checkbox"/> DELETE
NAME	<b>STEVEN A. OZONIAN</b>	
STREET ADDRESS	<b>3200 PARK CENTER DR., STE 1500</b>	
CITY-ST-ZIP	<b>COSTA MESA CA</b>	
TITLE	<b>D</b>	<input type="checkbox"/> DELETE
NAME	<b>FRANZETTA, DAVID P.</b>	
STREET ADDRESS	<b>751 BROAD STREET, 11TH FLOOR</b>	
CITY-ST-ZIP	<b>NEWARK NJ</b>	
TITLE	<b>D</b>	<input type="checkbox"/> DELETE
NAME	<b>LUCA, MATTHEW M.</b>	
STREET ADDRESS	<b>200 SUMMIT LAKE DR</b>	
CITY-ST-ZIP	<b>VALHALLA NY</b>	
TITLE	<b>AS</b>	<input type="checkbox"/> DELETE
NAME	<b>HUBBELL, JONATHAN</b>	
STREET ADDRESS	<b>3200 PARK CENTER DR.</b>	
CITY-ST-ZIP	<b>COSTA MESA CA</b>	
TITLE	<b>V</b>	<input type="checkbox"/> DELETE
NAME	<b>UNDERKOFFLER, DENIS A.</b>	
STREET ADDRESS	<b>3200 PARK CENTER DR</b>	
CITY-ST-ZIP	<b>COSTA MESA CA</b>	
TITLE	<b>V</b>	<input type="checkbox"/> DELETE
NAME	<b>LON ADAMS</b>	
STREET ADDRESS	<b>3200 PARK CENTER DR., STE 1500</b>	
CITY-ST-ZIP	<b>COSTA MESA CA</b>	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE	<b>Director only</b>	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS	<b>3333 Michelson Dr. Ste 1000</b>	
1.4 CITY-ST-ZIP	<b>Irvine, CA 92612</b>	
2.1 TITLE	<b>PD</b>	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	<b>John Van Der Wall</b>	
2.3 STREET ADDRESS	<b>3333 Michelson Dr. Ste 1000</b>	
2.4 CITY-ST-ZIP	<b>Irvine, CA 92612</b>	
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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS	<b>3333 Michelson Dr. Ste 1000</b>	
4.4 CITY-ST-ZIP	<b>Irvine CA 92612</b>	
5.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS	<b>3333 Michelson Dr. Ste 1000</b>	
5.4 CITY-ST-ZIP	<b>Irvine CA 92612</b>	
6.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS	<b>3333 Michelson Dr. Ste 1000</b>	
6.4 CITY-ST-ZIP	<b>Irvine CA 92612</b>	

**14.** I 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.

SIGNATURE: *Jonathan Hubbell* Jonathan Hubbell 3/10/98 714-794-7900

CR2E034 (10/97)