

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st**State of Rhode Island and Providence Plantations****OFFICE OF THE SECRETARY OF STATE****ANNUAL REPORT****OF**Whitman Associates, Inc.

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

FIRST: The name of the corporation is

Whitman Associates, Inc.SECOND: It is incorporated under the laws of Rhode Island

THIRD: The address of its registered office in Rhode Island is

40 Westminster Street, Suite 830, Providence, RI 02903

and the name of its registered agent in Rhode Island at such address is

United States Corporation Company

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is to purchase, hold, lease, rent, improve, manage and operate, sell, exchange, deal in and with and otherwise dispose of real property.

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
Thomas G. Hennelly	Director	70 Pine Street, New York, NY 10005
Robert F. Gilhoolley	Director	Same
Leif A. Tonnersen	Director	Same
Carol A. Malloy	Director	33 Glen Hill Drive, Cranston, RI
	Director	
	Director	
Kevin T. Malloy	President	33 Glen Hill Drive, Cranston, RI
Gary T. Malloy	Vice President	Same
Kerry A. Malloy	Secretary	Same
Carol A. Malloy	Treasurer	Same

SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
200	Common		No Par

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

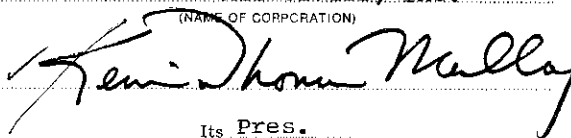
<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
200	Common		No Par

Dated February 4, 1980

Whitman Associates, Inc.

(NAME OF CORPORATION)

By



Its Pres.