



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Matthew A. Brown, Secretary of State

Corporations Division
100 North Main Street
Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 18202		2. Name of Corporation Phipps Realty, Inc.			
3. Street Address Principal Business Office 4036 Post Rd.			City Warwick	State R.I.	Zip 02886
4. Business Phone No. 401 884-1030		5. State of Incorporation RHODE ISLAND			6. SIC Code 5520
7. Brief Description of the Character of Business Conducted in Rhode Island REAL ESTATE					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Joyce M. Phipps			Vice President Name Ronald L. Phipps		
Street Address 84 Woods Way			Street Address 84 Woods Way Janice Rd.		
City N Kingstown		State R.I.	Zip 02852	City Warwick,	
				State R.I.	
				Zip 02886	
Secretary Name R.L. Phipps			Treasurer Name		
Street Address 84 Janice Rd.			Street Address		
City Warwick,		State R.I.	Zip 02886	City	
				State	
				Zip	
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name			Director Name		
Street Address			Street Address		
City		State	Zip	City	
				State	
				Zip	
Director Name			Director Name		
Street Address			Street Address		
City		State	Zip	City	
				State	
				Zip	
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>					
11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>					
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
600	NO PAR VALUE				

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct

Signature of Officer: Joyce M. Phipps Date: _____
Print or Type Name of Officer: Joyce M. Phipps
Title of Officer: President

FILED

File Date: MAR 29 2005
Check No.: 02976
By: UB

FOR SECRETARY OF STATE USE ONLY



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Matthew A. Brown, Secretary of State

Corporations Division
100 North Main Street
Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 18202		2. Name of Corporation Phipps Realty, Inc.			
3. Street Address Principal Business Office 4022 Post Rd.			City Warwick	State R.I.	Zip 02886
4. Business Phone No. (401) 884-1030		5. State of Incorporation RHODE ISLAND		6. SIC Code 5520	
7. Brief Description of the Character of Business Conducted in Rhode Island REAL ESTATE					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Joyce M. Phipps			Vice President Name Ronald L. Phipps		
Street Address 181 Heritage DR.			Street Address 84 Janice Rd		
City E. Greenwich	State R.I.	Zip 02818	City Warwick	State RI	Zip 02886
Secretary Name / Treasurer Richard L. Phipps			Treasurer Name		
Street Address 181 Heritage DR			Street Address		
City E. Greenwich	State R.I.	Zip 02818	City	State	Zip
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
600 NO PAR VALUE			0		

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 8 2 0 2 *

File Date 1-20-04
Check No. 12210
By: [Signature]
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Joyce M. Phipps 1-17-04
Signature of Officer Date
Joyce M. Phipps
Print or Type Name of Officer
President
Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 2. Name of Corporation

18202

Phipps Realty, Inc.

3. Street Address Principal Business Office

City

State

Zip

4022 Post Rd.

Warwick

R.I.

4. Business Phone No.

5. State of Incorporation

6. SIC Code

RHODE ISLAND

5520

7. Brief Description of Character of Business Conducted in Rhode Island

Real Estate

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

Vice President Name

Joyce M. Phipps

Ronald L. Phipps

181 Heritage Drive

64 Janice Rd.

Warwick, R.I. 02818

Warwick, R.I. 02886

Treasurer Richard L. Phipps

181 Heritage Dr.

Warwick, R.I. 02818

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name

Director Name

Street Address

Street Address

City State Zip

City State Zip

Director Name

Director Name

Street Address

Street Address

City State Zip

City State Zip

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares Class/Series Par Value

600 NO PAR VALUE

0

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares Class/Series Par Value

0

0

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 8 2 0 2 *

File Date: 1-30-03

Check No.: 11666

By: UP

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Joyce M. Phipps 1-28-03
Signature of Officer Date

Print or Type Name of Officer

Title of Officer



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **18202** 2. Name of Corporation **Phipps Realty, Inc.**
3. Street Address Principal Business Office _____ City _____ State _____ Zip _____
4. Business Phone No. **4022 Post Rd.** 5. State of Incorporation **Warwick** **R.I.02886** 6. SIC Code **5520**
401 884-1030 **RHODE ISLAND**

7. Brief Description of the Character of Business Conducted in Rhode Island

Real Estate

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Joyce M. Phipps Street Address 181 Heritage Dr. City _____ State _____ Zip _____ Warwucj R.I. 02818 Secretary Name /Treasurer Street Address 181 Heritage Dr. City _____ State _____ Zip _____ Warwick, R.I. 02818	Vice President Name Ronald L. Phipps Street Address 84 Janice Rd. City _____ State _____ Zip _____ Warwick, R.I. 02886 Treasurer Name Richard L. Phipps Street Address City _____ State _____ Zip _____
--	--

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Street Address City _____ State _____ Zip _____	Director Name none Street Address City _____ State _____ Zip _____
Director Name Street Address City _____ State _____ Zip _____	Director Name Street Address City _____ State _____ Zip _____

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Class/Series	Par Value
Number of Shares		
600 NO PAR VALUE		

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

ISSUED SHARES	Class/Series	Par Value
Number of Shares		
none		

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 8 2 0 2 *

File Date: 3/13/02
Check No.: 11238
By: 16

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Joyce M. Phipps 3-11-02
Signature of Officer Date
Print or Type Name of Officer

FOR SECRETARY OF STATE USE ONLY



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **18202** 2. Name of Corporation **Phipps Realty, Inc.**

3. Street Address Principal Business Office **4022 Post Rd.** City **Warwick** State **R.I.** Zip **028**
4. Business Phone No. **401 884-1030** 5. State of Incorporation **RHODE ISLAND** 6. SEC Code **5520**

7. Brief Description of the Character of Business Conducted in Rhode Island

Real Estate

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Joyce M. Phipps	Vice President Name Ronald L. Phipps
Street Address 181 Heritage Dr.	Street Address Warwick, R.I. 02886 84Janice Rd.
City Warwick, R.I.	City Warwick, R.I.
State R.I.	State R.I.
Zip 02818	Zip 02886
Secretary Name Richard L. Phipps	Treasurer Name
Street Address 181 Heritage Dr.	Street Address
City Warwick, R.I.	City
State R.I.	State
Zip 02818	Zip

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name none	Director Name
Street Address	Street Address none
City	City
State	State
Zip	Zip
Director Name	Director Name
Street Address	Street Address
City	City
State	State
Zip	Zip

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
600 SHS NO PAR VAL

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares Class/Series Par Value
none

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 8 2 0 2 *

File Date: 1/17

Check No.: 10766

By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer Joyce M Phipps Date 1-16-01

Print or Type Name of Officer Joyce M Phipps

President

Title of Officer



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **18202** 2. Name of Corporation **Phipps Realty, Inc.**

3. Street Address Principal Business Office City State Zip

4022 Post Rd.

Warwick R.I. 02886

4. Business Phone No. 5. State of Incorporation **RHODE ISLAND**

401 884-1030

7. Brief Description of the Character of Business Conducted in Rhode Island

Real Estate

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name **Joyce M. Phipps**
Street Address **181 Heritage Dr.**
City **Last Greenwich, R.I. 02818**

Vice President Name **Ronald L. Phipps**
Street Address **84 Janice Rd.**
City **Warwick, R.I. 02886**

Secretary Name **Richard L. Phipps**
Street Address **181 Heritage Dr.**
City **Last Greenwich, R.I. 02818**

Treasurer Name **same as Secretary**
Street Address
City State Zip

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name **none**
Street Address
City State Zip

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	600 SHS	NO PAR VAL	

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	600		0

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 8 2 0 2 *

File Date: 1/11/00

Check No.: 10327

By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Joyce M. Phipps 1-11-00
Signature of Officer Date

Joyce M. Phipps
Print or Type Name of Officer

President
Title of Officer



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 18202		2. Name of Corporation Phipps Realty, Inc.			
3. Street Address Principal Business Office 4022 Post Rd.		City Warwick	State R.I.		
4. Business Phone No. 401 884-1030		5. State of Incorporation RHODE ISLAND	Zip 02886 0		
6. SIC Code 5520		7. Brief Description of the Character of Business Conducted in Rhode Island Real Estate			
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Joyce M. Phipps		Vice President Name Ronald L. Phipps			
Street Address 181 Heritage Dr.		Street Address 84 Janice Rd.			
City Warwick	State R.I.	City Warwick	State R.I.		
Zip 02818		Zip 02888			
Secretary Name Richard L. Phipps		Treasurer Name same			
Street Address 181 Heritage Dr.		Street Address E Greenwich, R.I.			
City E Greenwich, R.I.	State R.I.	City E Greenwich, R.I.	State R.I.		
Zip 02818		Zip 02818			
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name none		Director Name none			
Street Address		Street Address			
City	State	City	State		
Zip		Zip			
Director Name		Director Name			
Street Address		Street Address			
City	State	City	State		
Zip		Zip			
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)					
11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)					
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
600 SHS NO PAR VAL			none		

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: Feb 25, 99
Check No.: 9916
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: [Signature] Date: 1-20-99
Print or Type Name of Officer: Joyce M. Phipps
Title of Officer: President



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR _____
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 18207 2. Name of Corporation
05-0374528 Phipps Realty, Inc

3. Street Address Principal Business Office City State Zip
4022 Post Rd. Warwick R.I. 02886
4. Business Phone No. 5. State of Incorporation SIC Code
(401) 884-1030 Rhode Island 5520

7. Brief Description of the Character of Business Conducted in Rhode Island
Real Estate brokers and agents

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT)

President Name <u>Joyce M. Phipps</u>	Vice President Name <u>Ronald L. Phipps</u>
Street Address <u>181 Heritage Dr.</u>	Street Address <u>84 Janice Rd.</u>
City State Zip <u>E. Greenwich R.I. 02818</u>	City State Zip <u>Warwick R.I. 02886</u>
Secretary Name <u>Treasurer</u>	Treasurer Name <u>same as Secty.</u>

Street Address <u>181 Heritage Dr.</u>	Street Address <u>same as Secty.</u>
City State Zip <u>E. Greenwich, R.I. 02818</u>	City State Zip <u>Warwick R.I. 02886</u>

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT)

Director Name <u>0</u>	Director Name <u>0</u>
Street Address	Street Address
City State Zip	City State Zip
Director Name	Director Name
Street Address	Street Address
City State Zip	City State Zip

10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares 600 Class/Series Par Value

11. SHARES ISSUED ("X" BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares 600 Class/Series Par Value

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

File Date: 6.9.98
Check No.: 9006
By: ICP

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.
Signature of Officer: Joyce M Phipps Date: April 14, 1998
Print or Type Name of Officer: Joyce M Phipps
Title of Officer: President



PROFIT CORPORATION ANNUAL REPORT 1997

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **18202** 2. Name of Corporation **Phipps Realty, Inc.**
3. Street Address Principal Business Office **40 22 Post Rd** City **Narruck** State **RI** Zip **02886**
4. Business Phone No. **(401) 884-1030** 5. State of Incorporation **RHODE ISLAND** 6. SIC Code **5520**
7. Brief Description of the Character of Business Conducted in Rhode Island **Real Estate**

8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT)

President Name **Jayce M Phipps** Vice President Name **Ronald L Phipps**
Street Address **181 Heritage Dr** Street Address **84 Janice Rd**
City **Greenwich** State **RI** Zip **02818** City **Narruck** State **RI** Zip **02886**
Secretary Name **Richard L Phipps** Treasurer Name **Same as Secretary**
Street Address **181 Heritage Dr** Street Address _____
City **Greenwich** State **RI** Zip **02818** City _____ State _____ Zip _____

9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT)

Director Name _____ Director Name _____
Street Address _____ Street Address _____
City _____ State _____ Zip _____ City _____ State _____ Zip _____
Director Name _____ Director Name _____
Street Address _____ Street Address _____
City _____ State _____ Zip _____ City _____ State _____ Zip _____

10. SHARES AUTHORIZED AND ISSUED ("X" BOX FOR ATTACHMENT)

AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
600 SHS NO PAR VAL			600 SHS	none	none

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: **2-18-97**
Check No.: **9170**
By: **ILP / JEC**

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.
Signature of Officer **R L Phipps** Date **2-6-97**
Print or Type Name of Officer **Richard L Phipps**
Title of Officer **Secretary - Treasurer**

**PROFIT CORPORATION
ANNUAL REPORT**

1996



State of Rhode Island and Providence Plantations
James R. Langevin, Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335 • (401) 277-3040

Filing Period: January 1-March 1
Filing Fee: \$50.00

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO. 18202
2. NAME OF CORPORATION Phipps Realty, Inc.
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE 4022 Post Rd.
CITY Warwick STATE R.I. ZIP CODE 02886
4. BUSINESS PHONE NO. (401) 884-1030
5. STATE OF INCORPORATION RHODE ISLAND
6. SIC CODE 5520
7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND Real Estate

8. NAMES AND ADDRESSES OF THE OFFICERS

PRESIDENT NAME Joyce M Phipps
VICE PRESIDENT NAME Ronald L. Phipps
STREET ADDRESS 181 Heritage Dr. STREET ADDRESS 84 Janice Rd.
CITY E. Greenwich R.I. STATE R.I. ZIP CODE 02818 CITY Warwick R.I. STATE R.I. ZIP CODE 02886
SECRETARY NAME Richard L Phipps
STREET ADDRESS 181 Heritage Dr.
CITY E. Greenwich R.I. STATE R.I. ZIP CODE 02818

9. NAMES AND ADDRESSES OF THE DIRECTORS

DIRECTOR NAME Same as above
STREET ADDRESS
CITY STATE ZIP CODE
DIRETOR NAME
STREET ADDRESS
CITY STATE ZIP CODE

10. SHARES AUTHORIZED AND ISSUED

AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
600 SHS	NO PAR VAL				

This report must be **SIGNED IN INK** by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

File Date: 1/10/96
Check No: 8768
By: *[Signature]*
For Secretary of State Use Only

Signature of Officer *Joyce M Phipps*
Print or Type Name of Officer Joyce M Phipps
Title of Officer President
Date 1/10/96

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of The Secretary of State
 100 North Main Street
 Providence, Rhode Island 02903-1335
 401-277-3040

ANNUAL REPORT
 Please Type or Print
 File Annually - Jan. 1 - March 1
 Filing Fee \$50.00
 Make Checks Payable to: Secretary of State

ALL ENTRIES MUST BE COMPLETED IN FULL OR THE FORM WILL BE RETURNED.

Corporate ID: 18202 Annual Report for the year: 1995

Name of Corporation: Phipps Realty Inc.

Business entity organized under the laws of the State of: Rhode Island Business Entity is (check one):

For foreign entity, address and telephone number of principal office: Business Corporation (See RIGL Chapter 7-1.1)
4022 Post Rd Professional Service Corporation (See RIGL Chapter 7-5.1)
Warwick, R.I. 02886

Phone: (401) 884-1030

Brief statement of the character of business conducted in Rhode Island:
Real Estate

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):

4022 Post Rd
Warwick, R.I. 02886

Phone: (401) 884-1030

THE NAMES OF THE OFFICERS ARE:

OFFICER	STREET ADDRESS	CITY/STATE	ZIP CODE
PRESIDENT <u>Joyce M Phipps</u>	<u>181 Heritage Dr.</u>	<u>East Greenwich</u>	<u>02818</u>
VICE PRESIDENT <u>Ronald L. Phipps</u>	<u>84 Janice Rd,</u>	<u>Warwick, R.I.</u>	<u>02886</u>
SECRETARY <u>Richard L. Phipps</u>	<u>181 Heritage Dr.</u>	<u>East Greenwich</u>	<u>02818</u>
TREASURER			

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
<u>Same as officers</u>			

NUMBER OF SHARES AUTHORIZED (Rider may be attached)		NUMBER OF SHARES ISSUED AND OUTSTANDING (Rider may be attached)	
Number of Shares	Class / Series	Number of Shares	Class / Series
<u>600</u>			

Date: October 26, 1995 By: Joyce M Phipps
 PRINT OR TYPE NAME OF OFFICER SIGNING: Joyce M Phipps
 TITLE OF OFFICER SIGNING: President

DESIGNATED REGISTERED AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the registered office and/or registered agent indicated below is incorrect, Form 9 must be filed.

210 81688
OCT 27 1995
 SECY OF STATE

Filing Fee \$50.00
Payable to:
Secretary of State

PLEASE TYPE or PRINT
State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island 02903-1335
401-277-3040

File Annually
LLC: Sept. 1 - Nov. 1
CORP: Jan. 1 - March 1

Corporate ID: 018202 Annual Report for the year: 1993

Name of Business Entity: Ph. pps Realty Inc.

Business entity organized under the laws of the State of Rhode Island

Federal Taxpayer Identification Number: _____

For foreign entity, address and telephone number of principal office:

Phone: (401) 884-1030

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):
4022 Post Rd
Warwick, RI 02886

Phone: (401) 884-1030

Business Entity is (check one):

- Business Corporation (See RIGL Chapter 7-1.1)
- Professional Service Corporation (See RIGL Chapter 7-5.1)
- Limited Liability Company (See RIGL 7-16)

Name, title and mailing address of contact person to whom communications may be directed:

Joyce M. Ph. pps President
P.O. Box 809
East Greenwich, R.I. 02818

Brief statement of the character of business conducted in Rhode Island:

Real Estate

Date of Organization: 1976 12/30/77 nlm

Date of Qualification to do business in Rhode Island (if foreign entity):

THE NAMES OF THE OFFICERS ARE:

OFFICER TYPE	NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
<input checked="" type="checkbox"/> CHIEF EXECUTIVE OFFICER OR <input checked="" type="checkbox"/> PRESIDENT (Check One)	<u>Joyce M. Ph. pps</u>	<u>181 Heritage Dr,</u>	<u>E. Greenwich R.I.</u>	<u>02818</u>
<input checked="" type="checkbox"/> CHIEF OPERATING OFFICER OR <input checked="" type="checkbox"/> VICE PRESIDENT (Check One)	<u>Ronald L. Ph. pps</u>	<u>84 Janice Rd,</u>	<u>Warwick R.I.</u>	<u>02886</u>
<input type="checkbox"/> CUSTODIAN OF RECORDS OR <input checked="" type="checkbox"/> SECRETARY (Check One) / <u>Treas.</u>	<u>Richard L. Ph. pps</u>	<u>181 Heritage Dr</u>	<u>E. Greenwich, R.I.</u>	<u>02818</u>
<input type="checkbox"/> CHIEF FINANCIAL OFFICER OR <input type="checkbox"/> TREASURER (Check One)				

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
<u>Same as above</u>			

NUMBER OF SHARES AUTHORIZED (If Applicable)	NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)
NUMBER <u>600</u>	NUMBER <u>n/a</u>
CLASS <u>-</u>	CLASS <u>-</u>
SERIES <u>-</u>	SERIES <u>-</u>
PAR VALUE OR WITHOUT PAR <u>-</u>	PAR VALUE OR WITHOUT PAR <u>-</u>

Date 12-14 19 94

By: Joyce M. Ph. pps
Joyce M. Ph. pps
PRINT OR TYPE NAME OF OFFICER SIGNING
President
TITLE OF OFFICER SIGNING

DESIGNATED REGISTERED OR RESIDENT AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the Corporation has changed its registered office and/or registered or resident agent, Form 9 or Form LLC 3 must be filed.

Filing Fee \$50.00

To be filed annually between January 1st and March 1st

75109D
State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0018202 Annual Report for the year 1993

FIRST: The name of the corporation is Phlips Realty, Inc.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is Real Estate

FOURTH: If foreign corporation, address of its principal office.

FIFTH: Business address in Rhode Island 4022 Post Rd
Warwick, RI 02886

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
-	Director	
-	Director	
-	Director	
Joyce M Phlips	President	181 Hentage Dr, E Greenwich, RI 02818
Ronald L Phlips	Vice President	84 Janice Rd, Warwick, RI 02886
Richard L Phlips	Secretary	181 Hentage Dr, E Greenwich, RI 02818
"	Treasurer	" " " "

SEVENTH: Number of Shares authorized:

No. of Shares 600 Class

Par Value or statement that shares are without par value

EIGHTH: Number of Shares issued:

No. of Shares Class

Par Value or statement that shares are without par value

PAID JUN 16 1993 SECRETARY OF STATE

Dated March 1, 1993

Phlips Realty Inc
By Joyce M Phlips
Title President

(Report must be signed by an officer)

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

003

Corporate ID 18202 Annual Report for the year 1992

FIRST: The name of the corporation is Phygis Realty, Inc

SECOND: It is incorporated under the laws of _____

THIRD: Character of business, briefly stated, is Real Estate

FOURTH: If foreign corporation, address of its principal office _____

FIFTH: Business address in Rhode Island 4022 Post Rd, Warwick R.I 02886

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
_____	Director	_____
_____	Director	_____
_____	Director	_____
<u>Joyce M Phygis</u>	President	<u>181 Heritage Dr East Greenwich R.I 02880</u>
<u>Ronald Lloyd Phygis</u>	Vice President	<u>84 Joyce Rd, Warwick R.I 02886</u>
<u>Richard Lloyd Phygis</u>	Secretary	<u>181 Heritage Dr, East Greenwich, R.I 02886</u>
"	Treasurer	"

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>600</u>			

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value

PAID
Series 2 2 1992
STATE OF RHODE ISLAND

Dated 4-20 19 92

Phygis Realty, Inc
(Name of Corporation)
By Joyce M Phygis
Title President

(Report must be signed by an officer)

Filing Fee \$50.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

AT

Corporate ID.....0018202..... Annual Report for the year.....1991.....

FIRST: The name of the corporation is.....Phipps Realty, Inc.....

SECOND: It is incorporated under the laws of.....Rhode Island.....

THIRD: Character of business, briefly stated, is.....Real Estate.....

FOURTH: If foreign corporation, address of its principal office.....—.....

FIFTH: Business address in Rhode Island.....4022 Post Rd.
Warwick, RI 02886.....

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Joyce M Phipps	President	181 Heritage Dr, E Greenwich RI
Richard L Phipps	Director - President (Ronald)	84 Janice Rd., Warwick RI
Richard L Phipps	Director - Treas (Richard)	181 Heritage Dr, Greenwich AS
	President	
	Vice President	
	Secretary	
	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series
600		

Par Value or statement that shares are without par value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series
n/a		

PAID
JAN 08 1991
SECY OF STATE
Par Value or statement that shares are without par value

Dated.....1-4..... 19 91.....

Shypps Realty, Inc
(Name of Corporation)
By.....Joyce M Phipps.....
Title.....President.....

(Report must be signed by an officer)

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

W

Corporate ID 0018202 Annual Report for the year 1990

FIRST: The name of the corporation is Phipps Realty, Inc.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is Real Estate

FOURTH: If foreign corporation, address of its principal office _____

FIFTH: Business address in Rhode Island 4022 Post Rd.
Warwick, R.I. 02886

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
<u>Jesse M. Phipps</u>	<u>President</u>	<u>181 Heritage Dr., E. Greenwich</u>
<u>Richard L. Phipps</u>	<u>Director</u>	<u>same as above.</u>
	<u>City Treasurer</u>	<u>R.I. 02818</u>
	<u>Director</u>	
	<u>President</u>	
<u>Ronald L. Phipps</u>	<u>Vice President</u>	<u>84 Janice Rd., Warwick R.I.</u>
	<u>Secretary</u>	<u>02886</u>
	<u>Treasurer</u>	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>—</u>			

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>—</u>			

Dated June 25 19 90

Phipps Realty Inc.
(Name of Corporation)
By Jesse M. Phipps
Title President

(Report must be signed by an officer)

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

18202

1989

Corporate ID..... Annual Report for the year.....

FIRST: The name of the corporation is..... *Phipps Realty, Inc.*

SECOND: It is incorporated under the laws of..... *Rhode Island*

THIRD: Character of business, briefly stated, is..... *general real estate*

FOURTH: If foreign corporation, address of its principal office.....

FIFTH: Business address in Rhode Island..... *4022 Post Road, Warwick, Rhode Island 02886*

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Joyce M. Phipps	Director	4022 Post Road, Warwick, Rhode Island 02886
R. L. Phipps	Director	Same as above
	Director	
Joyce M. Phipps	President	4022 Post Road, Warwick, Rhode Island 02886
Ronald L. Phipps	Vice President	Same as above
R. L. Phipps	Secretary	Same as above
R. L. Phipps	Treasurer	Same as above

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
600	common		no par

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
500	common		no par

Dated..... *November 27,*..... 19 *89*.....

(Report must be signed by an officer)

PAID
Series
NOV 28 1989

SECY OF STATE
Phipps Realty, Inc.
(Name of Corporation)

By *Joyce M Phipps*
Joyce M. Phipps
Title *President*

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

18202

1988

Corporate ID..... Annual Report for the year.....

FIRST: The name of the corporation is..... *Phipps Realty, Inc.*.....

SECOND: It is incorporated under the laws of..... *Rhode Island*.....

THIRD: Character of business, briefly stated, is..... *general real estate*.....

FOURTH: If foreign corporation, address of its principal office.....

FIFTH: Business address in Rhode Island..... *4022 Post Road, Warwick, Rhode Island, 02886*.....

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Joyce M. Phipps	Director	4022 Post Road, Warwick, Rhode Island 02886
R. L. Phipps	Director	Same as above
	Director	
Joyce M. Phipps	President	4022 Post Road, Warwick, Rhode Island 02886
Ronald L. Phipps	Vice President	Same as above
R. L. Phipps	Secretary	Same as above
R. L. Phipps	Treasurer	Same as above

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
600	common		no par

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
500	common		no par

PAID
NOV 28 1989
SECY OF STATE

Dated..... *November 27,*..... 19 *89*.....

..... *Phipps Realty, Inc.*.....
(Name of Corporation)
By..... *Joyce M. Phipps*.....
Joyce M. Phipps
Title..... *President*.....

(Report must be signed by an officer)

Filing Fee \$15.00

To be filed annually between January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID.....18202..... Annual Report for the year1987.....

FIRST: The name of the corporation is.....Phipps Realty, Inc.....

SECOND: It is incorporated under the laws of.....Rhode Island.....

THIRD: Character of business, briefly stated, is.....Real Estate.....

FOURTH: If foreign corporation, address of its principal office.....

FIFTH: Business address in Rhode Island.....4022 Post Road, Warwick, RI 02886.....

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
.....	Director
.....	Director
.....	Director
Joyce M. Phipps	President	181 Heritage Dr East G 02818
Ronald L. Phipps	Vice President	" " " "
Richard L. Phipps	Secretary	" " " "
Richard L. Phipps	Treasurer	" " " "

SEVENTH: Number of Shares authorized:

No. of Shares 600 Class

Series

PAID

MAR 3 1987

Par Value or statement that shares are without par value

EIGHTH: Number of Shares issued:

No. of Shares Class

Series

Par Value or statement that shares are without par value

MAY 15 1987

Dated.....January 27 1987.....

Phipps Realty, Inc.

(Name of Corporation)

By.....Joyce M Phipps.....

Title.....President.....

(Report must be signed by an officer)

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 18202

Annual Report for the year 1986

FIRST: The name of the corporation is Phipps Realty, Inc.

SECOND: It is incorporated under the laws of _____

THIRD: Character of business, briefly stated, is Real Estate

FOURTH: If foreign corporation, address of its principal office _____

FIFTH: Business address in Rhode Island 4022 Post Road, Warwick, RI 02886

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
.....	Director
.....	Director
.....	Director
<u>Joyce M. Phipps</u>	President	<u>181 Heritage Drive, East Greenwich, RI 02818</u>
<u>Ronald Lloyd Phipps</u>	Vice President	<u>84 Janice Road, Warwick, RI 02886</u>
<u>Richard Lloyd Phipps</u>	Secretary	<u>181 Heritage Drive, East Greenwich, RI 02818</u>
<u>Richard Lloyd Phipps</u>	Treasurer	<u>Same</u>

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>600</u>			

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value

PAID
AUG 25 1986
SEC'Y. OF STATE

Dated 8-20 19 86 Phipps Realty, Inc.
(Name of Corporation)

By Joyce M. Phipps
Title President

(Report must be signed by an officer)

Filing Fee \$15.00

To be filed annually between
January 1st and March 1st

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

15202

Corporate ID Annual Report for the year 1985

FIRST: The name of the corporation is PHIPPS REALTY, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is general real estate

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island

4036 Post Road, Warwick, Rhode Island 02886

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
Joyce M. Phipps	Director	4036 Post Road, Warwick, RI 02886
R. L. Phipps	Director	Same
	Director	
Joyce M. Phipps	President	Same
	Vice President	
R. L. Phipps	Secretary	Same
Ronald Phipps	Asst. Secretary	Same
R. L. Phipps	Treasurer	Same

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
600	Common		No Par

EIGHTH: Number of Shares issued:

RECEIVED MAR 1985

No. of Shares	Class	Series	Par Value or statement that shares are without par value
500	Common		No Par

Dated February 22 19 85

PHIPPS REALTY, INC.
(Name of Corporation)

By Joyce M. Phipps

Title President

(Report must be signed by an officer)

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 for the year 1984

FIRST: The name of the corporation is PHIPPS REALTY, INC.

SECOND: It is incorporated under the laws of the State of Rhode Island.

THIRD: Character of business, briefly stated, is general real estate.

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island
4036 Post Road, Warwick, Rhode Island 02886

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
Joyce M. Phipps	Director	4036 Post Road Warwick, Rhode Island 02886
R.L. Phipps	Director	same as above.
	Director	
Joyce M. Phipps	President	same as above.
	Vice President	
R.L. Phipps	Secretary	same as above.
Ronald Phipps	Asst. Sec.	same as above.
R.L. Phipps	Treasurer	same as above.

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
600	common		No par

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
500	common		No par

Dated: May 22, 19 84

PHIPPS REALTY, INC.

(Name of Corporation)

By *Joyce M. Phipps*
Title President

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent,
Form #9 must be filed. Please contact Corporation Division for information. 277-3040

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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 for the year 1984

FIRST: The name of the corporation is PHIPPS REALTY, INC.

SECOND: It is incorporated under the laws of the State of Rhode Island.

THIRD: Character of business, briefly stated, is general real estate.

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island
4036 Post Road, Warwick, Rhode Island 02886

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
Joyce M. Phipps	Director	4036 Post Road Warwick, Rhode Island 02886
R.L. Phipps	Director	same as above.
	Director	
Joyce M. Phipps	President	same as above.
	Vice President	
R.L. Phipps	Secretary	same as above.
Ronald Phipps	Asst. Sec.	same as above.
R.L. Phipps	Treasurer	same as above.

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
600	common		No par

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
500	common		No par

Dated: May 22, 19 84

PHIPPS REALTY, INC.

(Name of Corporation)

By *Joyce M. Phipps*
Title President

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent,
Form #9 must be filed. Please contact Corporation Division for information. 277-3040

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 for the year 1983

FIRST: The name of the corporation is PHIPPS REALTY, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is general real estate

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address) 315 Turks Head Place, Providence, Rhode Island 02903

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
Joyce M. Phipps	Director	3890 Post Road Warwick, Rhode Island
R. L. Phipps	Director	same as above
Joyce M. Phipps	President	3890 Post Road Warwick, Rhode Island
	Vice President	
R. L. Phipps	Secretary	same as above
Ronald Phipps	Asst. Sect.	same as above
R. L. Phipps	Treasurer	same as above

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
600	common		no par

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
500	common	7	no par

Dated: July 7, 1983 19 83 PHIPPS REALTY, INC.

(Name of Corporation)

By R. L. Phipps

Title Assistant Secretary

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent, Form #9 must be filed. Please contact Corporation Division for information. 277-3040

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 for the year 1982

FIRST: The name of the corporation is PHIPPS REALTY, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is general real estate.

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address) 315 Turks Head Building, Providence, Rhode Island

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
Joyce M. Phipps	Director	3890 Post Road, Warwick, RI
R.L. Phipps	Director	3890 Post Road, Warwick, RI
	Director	
Joyce M. Phipps	President	3890 Post Road, Warwick, RI
R.L. Phipps	Vice President	3890 Post Road, Warwick, RI
Steven L. Rosenbaum	Asst. Secretary	315 Turks Head Building, Providence, RI
R.L. Phipps	Treasurer	3890 Post Road, Warwick, RI

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
600	Common		No par

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
500	Common	4	No par

Dated: March 24 19 82

PHIPPS REALTY, INC.
(Name of Corporation)

By Steven L. Rosenbaum
Title Assistant Secretary

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent, Form #9 must be filed. Please contact Corporation Division for information. 277-3040

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

PHIPPS REALTY, 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 PHIPPS REALTY, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: The address of its registered office in Rhode Island is 5447 Post Road, East Greenwich, RI

and the name of its registered agent in Rhode Island at such address is R. L. Phipps

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 general real estate

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

Name	Office	Address
Joyce M. Phipps	Director	5447 Post Road, E. Greenwich, RI
R. L. Phipps	Director	5447 Post Road, E. Greenwich, RI
	Director	
	Director	
	Director	
Joyce M. Phipps	President	5447 Post Road, E. Greenwich, RI
R. L. Phipps	Vice President	5447 Post Road, E. Greenwich, RI
Steven I. Rosenbaum	Asst. Secretary	315 Turks Head Building, Prov., RI
R. L. Phipps	Treasurer	5447 Post Road, E. Greenwich, RI

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
600	common		no par

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JAN 21 1981

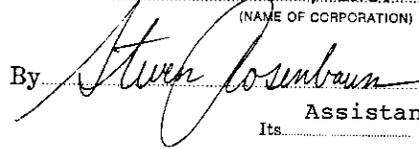
HJ

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>
500	common		no par

Dated January, 1981

PHIPPS REALTY, INC.
(NAME OF CORPORATION)

By  Assistant Secretary
Its

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

Phipps Realty, 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 Phipps Realty, Inc.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: The address of its registered office in Rhode Island is 5447 Post Road, E. Greenwich, RI
and the name of its registered agent in Rhode Island at such address is R. L. Phipps

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 general real estate.

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

Name	Office	Address
Joyce M. Phipps	Director	5447 Post Road, E. Greenwich, RI
R. L. Phipps	Director	5447 Post Road, E. Greenwich, RI
	Director	
	Director	
	Director	
Joyce M. Phipps	President	5447 Post Road, E. Greenwich, RI
R. L. Phipps	Vice President	5447 Post Road, E. Greenwich, RI
Steven I. Rosenbaum	Asst. Secretary	5447 Post Road, E. Greenwich, RI
R. L. Phipps	Treasurer	5447 Post Road, E. Greenwich, RI

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
600	common		nopar

2083A
1500
150008L
REC'D
1500
1500

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:

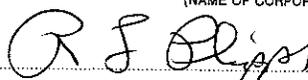
<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
500	common		nopar

Dated June 9, 1980

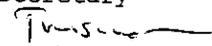
Phipps Realty, Inc.

(NAME OF CORPORATION)

By



Its ~~Assistant~~ Secretary



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

PHIPPS REALTY, 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 PHIPPS REALTY, INC.

SECOND: It is incorporated under the laws of RHODE ISLAND

THIRD: The address of its registered office in Rhode Island is
5447 POST ROAD, EAST GREENWICH, RHODE ISLAND 02818

and the name of its registered agent in Rhode Island at such address is
R. L. PHIPPS

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 general real estate

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

Name	Office	Address
JOYCE M. PHIPPS	Director	181 HERITAGE DRIVE, EAST GREENWICH, RI
R. L. PHIPPS	Director	same
	Director	
	Director	
	Director	
JOYCE M. PHIPPS	President	181 HERITAGE DRIVE, EAST GREENWICH, RI
	Vice President	
R. L. PHIPPS	Secretary	same
R. L. PHIPPS	Treasurer	same

STEVEN I. ROSENBAUM Asst. Secretary 315 TURKS HEAD BUILDING, PROVIDENCE RI
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
600	Common		No Par

*****09*****1500
5270A14*****15008L

APR 27 1979

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>
500	Common		No Par

Dated April 27, 1979.

PHIPPS REALTY, INC.
(NAME OF CORPORATION)

By *Steven Rosenbaum Asst Sec*
Steven I. Rosenbaum
Its Assistant Secretary