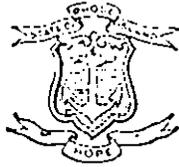


ROBERT F. BURNS
SECRETARY OF STATE



State of Rhode Island and Providence Plantations
DEPARTMENT OF STATE
OFFICE OF THE SECRETARY OF STATE
PROVIDENCE

GENTLEMEN:

July 29, 1980

You are hereby notified that the Certificate of Incorporation of
D. E. R. REALTY CORP.
will be revoked after sixty (60) days from the date of this notice
for the reason(s) checked below:

- (XX) Failure to file Annual Report(s) for the year(s) 1980
; Filing fee \$15.00 each.
- () Failure to appoint and maintain a Registered Agent in this
state; filing fee \$10.00.
- () Failure to file a Statement of Change of Registered Agent or
Registered Office, or both; filing fee \$10.00.
- () Failure to file any Amendment or any Articles of Merger as
prescribed by the Corporation Laws of Rhode Island.
- () Misrepresentation of facts on any application, report,
affidavit or other document submitted by such corporation.
- () Articles of incorporation procured through fraud.
- () Corporation has continued to exceed or abuse its authority.

This notice is given pursuant to the provisions of Section
7-1.1-87 of the General Laws.

Very truly yours,

FOR INFORMATION CALL

277-3040

Secretary of State

- 7-1.1-87. Revocation of certificate of incorporation.—The certificate of incorporation of a corporation may be revoked by the secretary of state upon the conditions prescribed in this section when it is established that
- (a) The corporation procured its articles of incorporation through fraud; or
 - (b) The corporation has continued to exceed or abuse the authority conferred upon it by law; or
 - (c) The corporation has failed to file its annual report within the time required by this chapter, or has failed to pay any fees, when they have become due and payable; or
 - (d) The corporation has failed for thirty (30) days to appoint and maintain a registered agent in this state as required by this chapter; or
 - (e) The corporation has failed, after change of its registered office or registered agent, to file in the office of the secretary of state a statement of such change as required by this chapter; or
 - (f) The corporation has failed to file in the office of the secretary of state any amendment to its articles of incorporation or any articles of merger within the time prescribed by this chapter; or
 - (g) A misrepresentation has been made of any material matter in any application, report, affidavit, or other document submitted by such corporation pursuant to this chapter.

No certificate of incorporation of a corporation shall be revoked by the secretary of state unless (1), he shall have given the corporation not less than sixty (60) days notice thereof by mail addressed to its registered office in this state, and (2), the corporation shall fail prior to revocation to file such annual report or pay such fees, or file the required statement of change of registered agent or registered office, or file such articles of amendment or articles of merger, or correct such misrepresentation.