

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 15152 Annual Report for the year 1986

FIRST: The name of the corporation is NEW ENGLAND FINANCIAL GROUP, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is real estate and any other lawful business.

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

N/A

FIFTH: Business address in Rhode Island.....

290 Westminster Street, Providence, RI 02903

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

Name	Office	Address (including number, street, zip code)
None	Director	
	Director	
	Director	
Henry E. Kates	President	290 Westminster St, Providence, RI
None	Vice President	
Stephen J. Carlotti	Secretary	1500 Fleet Center, Providence, RI
Robert Peterson	Treasurer	290 Westminster St, Providence, RI

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
2000	common		no par value

EIGHTH: Number of Shares issued:

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

03/12/86 PAID

APR 5 1986
JKB

Dated February 24 1986 NEW ENGLAND FINANCIAL GROUP, INC.

AMRE
CHER
1643A001
15.00

By [Signature]

Title Secretary

(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.....15152..... Annual Report for the year...1985.....

FIRST: The name of the corporation is.....NEW ENGLAND FINANCIAL GROUP, INC.....

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

THIRD: Character of business, briefly stated, is.....real estate and any other lawful
business.....

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

FIFTH: Business address in Rhode Island.....290 Westminster Street, Providence, RI 02903.....

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

Name	Office	Address (including number, street, zip code)
.....	Director
.....	Director
.....	Director
Henry E. Kates	President	290 Westminster Street, Providence, RI
.....	Vice President
Stephen J. Carlotti	Secretary	2200 Fleet Nat'l. Bank Bldg., Prov., RI 02903
Robert Peterson	Treasurer	290 Westminster Street, Providence, RI

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
2000	Common		No Par Value

EIGHTH: Number of Shares issued:

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

Dated.....March 1..... 19.....

NEW ENGLAND FINANCIAL GROUP, INC.

(Name of Corporation)

By.....
Stephen J. Carlotti

Title.....Secretary.....

(Report must be signed by an officer)

AMRE 15.00
CHECK 15.00
05/24/85 PAID
0639A001

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 NEW ENGLAND FINANCIAL GROUP, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is real estate and any other
lawful business.

FOURTH: If foreign corporation, address of its principal office
N/A

FIFTH: Business address in Rhode Island
144 Westminster Street, Providence, Rhode Island

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
	Director	
	Director	
	Director	
Henry E. Kates	President	290 Westminster St., Prov., RI
	Vice President	
Stephen J. Carlotti	Secretary	2200 Fleet Bank Bldg., Prov., RI
Robert Peterson	Treasurer	290 Westminster St., Prov., 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
2000	Common		No Par Value

EIGHTH: Number of Shares issued:

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

Dated: 2/14 1984

NEW ENGLAND FINANCIAL GROUP, INC.
(Name of Corporation)

FEB 21 1984

By *[Signature]*
Title 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 1983

FIRST: The name of the corporation is New England Financial Group, Inc.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is real estate and any other
lawful business.

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island (blank reports will be mailed to this
address) 144 Westminster Street, Providence, RI

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
There are no Directors	Director	
	Director	
	Director	
Henry E. Kates	President	290 Westminister Street, Providence, RI
	Vice President	
Stephen J. Carlotti	Secretary	2200 Fleet Nat'l Bank Bldg., Providence
Robert Peterson	Treasurer	290 Westminister St., Providence, 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
2,000	Common		No par value

EIGHTH: Number of Shares issued:

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

Dated: January 3 19 83

New England Financial Group, Inc.

(Name of Corporation)

Stephen J. Carlotti
Stephen J. Carlotti
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
NEW ENGLAND FINANCIAL GROUP, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is real estate and any other
lawful business.

FOURTH: If foreign corporation, address of its principal office

FIFTH: Business address in Rhode Island (blank reports will be mailed to this
address) 144 Westminster Street, Providence, R. I.

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
The Corporation has no Directors	Director	
	Director	
	Director	
Henry E. Kates	President	144 Westminister St., Providence, RI
	Vice President	
Stephen J. Carlotti	Secretary	2200 Industrial Bank Bldg., Prov., RI
Robert Peterson	Treasurer	144 Westminister St., Providence, 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
2,000	Common		No par value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
100	Common	3	No par value

Dated: 7 January 19 1982

NEW ENGLAND FINANCIAL GROUP, INC.

(Name of Corporation)

By *Stephen J. Carlotti*
Stephen J. Carlotti
Title Secretary

(Report must be signed by an officer)

If the corporation has changed its registered office and/or 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

1981
ANNUAL REPORT

OF

NEW ENGLAND FINANCIAL GROUP, 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 New England Financial Group, Inc.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: The address of its registered office in Rhode Island is 2200 Industrial Bank Building, Providence, RI 02903
and the name of its registered agent in Rhode Island at such address is Stephen J. Carlotti

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 N/A

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is real estate and any other lawful business.

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

Name	Office	Address
The corporation has no directors.	Director	
	Director	
HENRY E. KATES	President	144 WESTMINSTER ST., PROV., RI
	Vice President	
STEPHEN J. CARLOTTI	Secretary	2200 INDUSTRIAL BANK BLDG., PROV., RI
RAYMOND McDERMOTT	Treasurer	144 WESTMINSTER ST., PROV., 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
2,000	Common		No Par Value

Par Value per Share or Statement that Shares are without Par Value

3475A14...150081

MAR 24 1981

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

1980
ANNUAL REPORT

OF

NEW ENGLAND FINANCIAL GROUP, 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.....

New England Financial Group, Inc.....

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

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

2200 Industrial Bank Building, Providence, RI 02903.....

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

Stephen J. Carlotti.....

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..... n/a.....

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is real estate and any other lawful business.....

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

Name	Office	Address
The corporation has no directors.	Director
.....	Director
Henry E. Kates	President	144 Westminster St., Providence, RI
.....	Vice President
Stephen J. Carlotti	Secretary	2200 Industrial Bank Bldg., Prov., RI
Raymond McDermott	Treasurer	144 Westminster St., 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
2,000	common	--	no par value

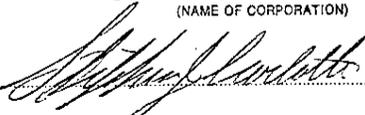
.....
5605A14.....
150081

MAR 13 1980

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>
100	common	--	no par value

Dated February 13, 1980 New England Financial Group, Inc.
(NAME OF CORPORATION)

By 
Its 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
1979
ANNUAL REPORT
OF

NEW ENGLAND FINANCIAL GROUP, 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 New England Financial Group, Inc.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: The address of its registered office in Rhode Island is 2200 Industrial Bank Building, Providence, RI

and the name of its registered agent in Rhode Island at such address is Stephen J. Carlotti

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 n/a

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is real estate and any other lawful business

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

Name	Office	Address
	Director	
Henry E. Kates	President	100 N.Main St., Prov., RI
	Vice President	
Stephen J. Carlotti	Secretary	2200 Ind.Bk.Bldg., Prov., RI
Raymond McDermott	Treasurer	100 N.Main St., Prov., 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
2,000	common	--	no par value

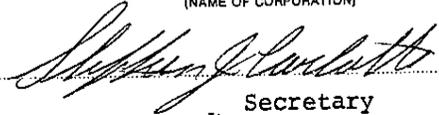
857A14...1500BL

MAR 21 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>
100	common	--	no par value

Dated March, 19 79 New England Financial Group, Inc.
(NAME OF CORPORATION)

By 
Its 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

1978

ANNUAL REPORT

OF

NEW ENGLAND FINANCIAL GROUP, 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
New England Financial Group, Inc.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: The address of its registered office in Rhode Island is
2200 Industrial Bank Building, Providence, Rhode Island 02903
and the name of its registered agent in Rhode Island at such address is
Stephen J. Carlotti

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 n/a

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is real estate

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

Name	Office	Address
<u>There are no directors.</u>	Director	
	Director	
<u>Henry E. Kates</u>	President	<u>100 N. Main St., Prov., R.I.</u>
	Vice President	
<u>Stephen J. Carlotti</u>	Secretary	<u>2200 Ind. Bk. Bldg., Prov., R.I.</u>
<u>Raymond McDermott</u>	Treasurer	<u>100 N. Main St., Prov., R.I.</u>

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
<u>2,000</u>	<u>common</u>		<u>no par value</u>

FEB 23 1978

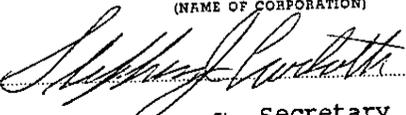
.....09.....1500

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>
100	common		no par value

Dated January 3, 1978

NEW ENGLAND FINANCIAL GROUP, INC.
(NAME OF CORPORATION)

By 
Its Secretary

NEW ENGLAND FINANCIAL GROUP, INC.
200 Industrial Bank Building

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

1977 ANNUAL REPORT

OF

NEW ENGLAND FINANCIAL GROUP, 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 New England Financial Group, Inc.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: The address of its registered office in Rhode Island is 2200 Industrial Bank Building, Providence, RI 02903
and the name of its registered agent in Rhode Island at such address is Stephen J. Carlotti

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 n/a

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is real estate

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

Name	Office	Address
There are no directors	Director	
	Director	
Henry E. Kates	President	100 N. Main St., Providence, RI
	Vice President	
Stephen J. Carlotti	Secretary	2200 Ind. Bk. Bldg., Prov., RI
Raymond McDermott	Treasurer	100 N. Main St., Prov., 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
2,000	common		no par value

MAR 23 1977 5:15 PM

MAR 23 1977

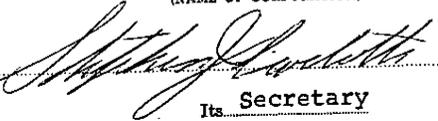
JM

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>
100	common		no par value

Dated March 1, 1977

NEW ENGLAND FINANCIAL GROUP, INC.
(NAME OF CORPORATION)

By 
Its 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

1976 ANNUAL REPORT

OF

NEW ENGLAND FINANCIAL GROUP, INC.

Meadows 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 New England Financial Group, Inc.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: The address of its registered office in Rhode Island is 2200 Industrial Bank Building, Providence, Rhode Island
and the name of its registered agent in Rhode Island at such address is Stephen J. Carlotti

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 N/A

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is real estate and any other lawful business

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

Name	Office	Address
There are no directors in the corporation	Director	
	Director	
Henry E. Kates	President	100 N. Main Street, Providence, RI
	Vice President	
Stephen J. Carlotti	Secretary	2200 Industrial Bank Bldg., Prov., RI
Raymond McDermott	Treasurer	100 N. Main Street, 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
2000	common	--	without par value

ML 21-76 SEE-OF STATE 5034 *****15.00

MAR 1 - 1976
MRO

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:

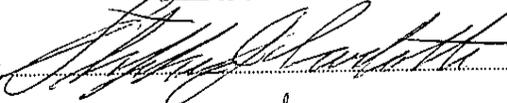
<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
100	common	--	without par value

Dated February 25, 1976

NEW ENGLAND FINANCIAL GROUP, INC.

(NAME OF CORPORATION)

By


Its secretary

No Fee

STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH,
OF

NEW ENGLAND FINANCIAL GROUP, INC.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-12 of the General Laws, 1956, as
(Insert "7-1.1-12" if a domestic corporation, or "7-1.1-107" if a foreign corporation.)

amended, the undersigned corporation, organized under the laws of the State of
Rhode Island, submits the following statement for the purpose of changing its
registered office or its registered agent, or both, in the State of Rhode Island:

FIRST: The name of the corporation is
NEW ENGLAND FINANCIAL GROUP, INC.

SECOND: The address of its present registered office is
2200 Industrial Bank Building, Providence, R. I. 02903

THIRD: The address to which its registered office is to be changed is
1500 Fleet Center, Providence, Rhode Island 02903

FOURTH: The name of its present registered agent is
Stephen J. Carlotti

FIFTH: The name of its successor registered agent is
Same as Above

SIXTH: The address of its registered office and the address of the business office of
its registered agent, as changed, will be identical.

SEVENTH: A copy of this statement has been mailed to the corpora-
tion.

Dated July 29, 1986

NEW ENGLAND FINANCIAL GROUP, INC.

By *[Signature]*
Its Registered Agent

STATE OF Rhode Island }
COUNTY OF Providence } Sc.

At Providence in said county on this 29th day
of July, 1986, personally appeared before me
Stephen J. Carlotti, who, being by me first duly sworn, declared that he
is the registered agent of NEW ENGLAND FINANCIAL GROUP, INC.
that he signed the foregoing document as registered agent of the
corporation, and that the statements therein contained are true.

SEP 2 1986

(NOTARIAL SEAL)

[Signature]
Notary Public

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH, OF

NEW ENGLAND FINANCIAL GROUP, INC.

To the Secretary of State of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-12 of the General Laws, 1956, as amended, the undersigned corporation, organized under the laws of the State of Rhode Island, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of Rhode Island:

FIRST: The name of the corporation is New England Financial Group, Inc.

SECOND: The address of its present registered office is 2200 Industrial Bank Building, Providence, RI 02903

THIRD: The address to which its registered office is to be changed is 1500 Fleet Center, Providence, RI 02903

FOURTH: The name of its present registered agent is Stephen J. Carlotti

FIFTH: The name of its successor registered agent is Stephen J. Carlotti

SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of directors.

Dated December 10, 19 85

NEW ENGLAND FINANCIAL GROUP, INC.

By Stephen J. Carlotti, Registered Agent

By Kathryn McDermott

Its Agent, President

STATE OF RHODE ISLAND } COUNTY OF PROVIDENCE } SC.

At Providence in said county on this 13th day of December, 1985, personally appeared before me Kathryn McDermott, who, being by me first duly sworn, declared that she signed the foregoing document as Agent of the corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Heidi J. Suppappola Notary Public

HEIDI J. SUPPAPPOLA

My Commission Expires June 30, 1986