



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. 11859		2. Name of Corporation SIXTY FOUR FIFTY FOUR INVESTMENT CO., INC.			
3. Street Address Principal Business Office 6454 Post Road			City No. Kingstown	State RI	Zip 02852
4. Business Phone No. 401-884-5252		5. State of Incorporation RHODE ISLAND		6. SIC Code 5579	
7. Brief Description of the Character of Business Conducted in Rhode Island PURCHASE, CONTRACT TO PURCHASE OR SALE OF ANY REAL PROPERTY OF ANY KIND					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Kurtis Phillips			Vice President Name Dana S. Phillips		
Street Address 635 St. Regis Lane			Street Address 98 Sycamore Lane		
City Alpharetta	State GA	Zip 30022	City No. Kingstown	State RI	Zip 02852
Secretary Name Dana S. Phillips			Treasurer Name Beverly J. Everson		
Street Address 98 Sycamore Lane			Street Address 99 John Scott Lane		
City No. Kingstown	State RI	Zip 02852	City No. Kingstown	State RI	Zip 02852
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Kurtis Phillips			Director Name Dana S. Phillips		
Street Address 635 St. Regis Lane			Street Address 98 Sycamore Lane		
City Alpharetta	State GA	Zip 30022	City No. Kingstown	State RI	Zip 02852
Director Name Beverly J. Everson			Director Name		
Street Address 99 John Scott Lane			Street Address		
City No. Kingstown	State RI	Zip 02852	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>					
AUTHORIZED SHARES			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
1,000 NO PAR VALUE			1,000	common	no par

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



File Date 1/26/05
Check No. 2278
By: DA
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.

Beverly J. Everson 1/19/05
Signature of Officer Date
Beverly J. Everson
Print or Type Name of Officer
Treasurer BEVERLY J. EVERSON
Title of Officer



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. 11859		2. Name of Corporation SIXTY FOUR FIFTY FOUR INVESTMENT CO., INC.			
3. Street Address Principal Business Office 6454 Post Road			City North Kingstown	State RI	Zip 02352
4. Business Phone No. 401-884-5252		5. State of Incorporation RHODE ISLAND			6. SIC Code 5579
7. Brief Description of the Character of Business Conducted in Rhode Island PURCHASE, CONTRACT TO PURCHASE OR SALE OF ANY REAL PROPERTY OF ANY KIND					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Kurtis Phillips			Vice President Name Dana S. Phillips		
Street Address 635 St. Regis Lane			Street Address 98 Sycamore Lane		
City Alpharetta	State GA	Zip 30022	City No. Kingstown	State RI	Zip 02874
Secretary Name Dana S. Phillips			Treasurer Name Beverly J. Everson		
Street Address 98 Sycamore Lane			Street Address 99 John Scott Lane		
City No. Kingstown	State RI	Zip 02874	City No. Kingstown	State RI	Zip 02852
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Kurtis Phillips			Director Name Dana S. Phillips		
Street Address 635 St. Regis Lane			Street Address 98 Sycamore Lane		
City Alpharetta	State GA	Zip 30022	City No. Kingstown	State RI	Zip 02874
Director Name Beverly J. Everson			Director Name		
Street Address 99 John Scott Lane			Street Address		
City No. Kingstown	State RI	Zip 02852	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
1,000 NO PAR VALUE			1,000	common	no par

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



* 1 1 8 5 9 *

File Date 2/6/04
Check No. 2107
By: EC
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.

Beverly J. Everson 2/4/04
Signature of Officer
Beverly J. Everson
Print or Type Name of Officer
Treasurer
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. **11859** 2. Name of Corporation **SIXTY FOUR FIFTY FOUR INVESTMENT CO., INC.**
3. Street Address Principal Business Office **6454 Post Road** City **North Kingstown** State **RI** Zip **02852**
4. Business Phone No. **401-884-5252** 5. State of Incorporation **RHODE ISLAND** 6. SIC Code **5579**
7. Brief Description of the Character of Business Conducted in Rhode Island

purchase, contract to purchase or sale of any real property of any kind
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **FILL IN SPACES BEFORE USING ATTACHMENTS**

President Name Dana S. Phillips Street Address 82 Pheasant Run City State Zip North Kingstown RI 02852	Vice President Name Beverly J. Everson Street Address 99 John Scott Lane City State Zip North Kingstown RI 02852
Secretary Name Beverly J. Everson Street Address 99 John Scott Lane City State Zip North Kingstown RI 02852	Treasurer Name Dana S. Phillips Street Address 82 Pheasant Run City State Zip North Kingstown RI 02852

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

Director Name Dana S. Phillips Street Address 82 Pheasant Run City State Zip North Kingstown RI 02852	Director Name Beverly J. Everson Street Address 99 John Scott Lane City State Zip North Kingstown RI 02852
Director Name none Street Address City State Zip 	Director Name Street Address City State Zip

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

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	1,000	NO	PAR VALUE

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

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	1,000	COMMON	NO PAR

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



* 1 1 8 5 9 *

File Date: 9-30-03
Check No.: 2023
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] Date 9/26/03
Signature of Officer

Beverly J. Everson
Print or Type Name of Officer

President
Title of Officer



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. 11859 2. Name of Corporation SIXTY FOUR FIFTY FOUR INVESTMENT CO., INC.

3. Street Address Principal Business Office 6454 Post Road City North Kingstown State RI Zip 02852

4. Business Phone No. 401-884-5252 5. State of Incorporation RHODE ISLAND 6. SIC Code 5579

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

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

President Name <u>Dana S. Phillips</u> Street Address <u>82 Pheasant Run</u> City <u>No. Kingstown</u> State <u>RI</u> Zip <u>02874</u>	Vice President Name <u>Beverly J. Everson</u> Street Address <u>99 John Scott Lane</u> City <u>North Kingstown</u> State <u>RI</u> Zip <u>02852</u>
Secretary Name <u>Beverly J. Everson</u> Street Address <u>99 John Scott Lane</u> City <u>North Kingstown</u> State <u>RI</u> Zip <u>02852</u>	Treasurer Name <u>Dana S. Phillips</u> Street Address <u>82 Pheasant Run</u> City <u>North Kingstown</u> State <u>RI</u> Zip <u>02874</u>

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

Director Name <u>Dana S. Phillips</u> Street Address <u>82 Pheasant Run</u> City <u>North Kingstown</u> State <u>RI</u> Zip <u>02874</u>	Director Name <u>Beverly J. Everson</u> Street Address <u>99 John Scott Lane</u> City <u>North Kingstown</u> State <u>RI</u> Zip <u>02852</u>
<u>none</u> Street Address	Street Address
City <u>North Kingstown</u> State <u>RI</u> Zip <u>02874</u>	City <u>North Kingstown</u> State <u>RI</u> Zip <u>02852</u>

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

AUTHORIZED SHARES	Class/Series	Par Value
1,000 NO PAR VALUE		

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

ISSUED SHARES	Class/Series	Par Value
1,000	common	no par

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



File Date: 2-22-02

Check No.: 1760

By: KM

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.

Beverly J. Everson 2/2/02
Signature of Officer Date

Beverly J. Everson
Print or Type Name of Officer

Vice President
Title of Officer



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. 11859		2. Name of Corporation SIXTY FOUR FIFTY FOUR INVESTMENT CO., INC.	
3. Street Address Principal Business Office 6454 Post Road		City North Kingstown	State RI
4. Business Phone No. 401-884-5252		5. State of Incorporation RHODE ISLAND	6. SIC Code 5579
7. Brief Description of the Character of Business Conducted in Rhode Island purchase, contract to purchase or sale of any real property of any kind			
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>			
President Name Dana S. Phillips		Vice President Name Beverly J. Everson	
Street Address 82 Pheasant Run		Street Address 99 John Scott Lane	
City North Kingstown	State RI	City North Kingstown	State RI
Zip 02874		Zip 02852	
Secretary Name Beverly J. Everson		Treasurer Name Dana S. Phillips	
Street Address 99 John Scott Lane		Street Address 82 Pheasant Run	
City North Kingstown	State RI	City North Kingstown	State RI
Zip 02852		Zip 02874	
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>			
Director Name Dana S. Phillips		Director Name Beverly J. Everson	
Street Address 32 Pheasant Run		Street Address 99 John Scott Lane	
City North Kingstown	State RI	City North Kingstown	State RI
Zip 02874		Zip 02852	
Director Name none		Director Name none	
Street Address		Street Address	
City	State	City	State
Zip		Zip	
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>			
AUTHORIZED SHARES			
Number of Shares	Class/Series	Par Value	
1,000	NO PAR VALUE		
11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>			
ISSUED SHARES			
Number of Shares	Class/Series	Par Value	
1,000	COMMON	no par	

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

File Date: 6/15/01
Check No.: 394
By: GMA
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.

Beverly J. Everson 6/14/01
Signature of Officer Date
BEVERLY J. EVERSON
Print or Type Name of Officer
Vice President
Title of Officer



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. 11859
2. Name of Corporation SIXTY FOUR FIFTY FOUR INVESTMENT CO., INC.
3. Street Address Principal Business Office 6454 Post Road North Kingstown RI 02852
4. Business Phone No. 401-884-5252
5. State of Incorporation RHODE ISLAND 5579

7. Brief Description of the Character of Business Conducted in Rhode Island
purchase, contract to purchase or sale of any real property of any kind

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)
President Name Dana S. Phillips, Street Address 82 Pheasant Run, City North Kingstown, State RI, Zip 02874
Vice President Name Beverly J. Everson, Street Address 99 John Scott Lane, City North Kingstown, State RI, Zip 02852

Secretary Name Beverly J. Everson, Street Address 99 John Scott Lane, City North Kingstown, State RI, Zip 02852
Treasurer Name Dana S. Phillips, Street Address 82 Pheasant Run, City North Kingstown, State RI, Zip 02874

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)
Director Name Dana S. Phillips, Street Address 82 Pheasant Run, City No. Kingstown, State RI, Zip 02874
Director Name Beverly J. Everson, Street Address 99 John Scott Lane, City North Kingstown, State RI, Zip 02852
Director Name None, Street Address None, City None, State None, Zip None

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)
AUTHORIZED SHARES
Number of Shares Class/Series Par Value
1,000 no par value

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)
ISSUED SHARES
Number of Shares Class/Series Par Value
1,000 common no par

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: 10-2-00
Check No.: 1497
By: [Signature]

[Signature] 9/27/00
Signature of Officer Date

DANA S. PHILLIPS
Print or Type Name of Officer
President
Title of Officer



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. 11859		2. Name of Corporation SIXTY FOUR FIFTY FOUR INVESTMENT CO., INC.					
3. Street Address Principal Business Office 6454 Post Road				City North Kingstown		State RI	Zip 02852
4. Business Phone No. 401-884-5252			5. State of Incorporation RHODE ISLAND			6. SIC Code 5579	
7. Brief Description of the Character of Business Conducted in Rhode Island purchase, contract to purchase or sale of any real property of any kind							
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>							
President Name Dana S. Phillips				Vice President Name Beverly J. Everson			
Street Address 151 Fairfield Drive				Street Address 99 John Scott Lane			
City No. Kingstown		State RI	Zip 02852	City No. Kingstown		State RI	Zip 02852
Secretary Name Beverly J. Everson				Treasurer Name Dana S. Phillips			
Street Address 99 John Scott Lane				Street Address 151 Fiarfield Drive			
City No. Kingstown		State RI	Zip 02852	City No. Kingstown		State RI	Zip 02852
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>							
Director Name Dana S. Phillips				Director Name Beverly J. Everson			
Street Address 151 Fairfield Drive				Street Address 99 John Scott Lane			
City No. Kingstown		State RI	Zip 02852	City No. Kingstown		State RI	Zip 02852
Director Name None				Director Name None			
Street Address				Street Address			
City		State	Zip	City		State	Zip
10. SHARES AUTHORIZED (*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
1000 shs		no par val		1,000		common	no par
11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>							

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

FILED

File Date: _____

MAY 25 1999

Check No.: _____

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.

66. HW ST 11057 10W
Dana S. Phillips President 5/10/99
Signature of Officer Date

DA NA S. PHILLIPS

Print Type Name of Officer
President

Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1998
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 11859		2. Name of Corporation SIXTY FOUR FIFTY FOUR INVESTMENT CO., INC.					
3. Street Address Principal Business Office 6454 Post Road				City North Kingstown		State RI	Zip 02852
4. Business Phone No. 401-884-5252			5. State of Incorporation RHODE ISLAND			6. SIC Code 5579	
7. Brief Description of the Character of Business Conducted in Rhode Island purchase, contract to purchase or sale of any real property of any kind							
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>							
President Name Dana S. Phillips				Vice President Name Beverly J. Everson			
Street Address 151 Fairfield Drive				Street Address 99 John Scott Lane			
City No. Kingstown		State RI	Zip 02852		City No. Kingstown		Zip 02852
Secretary Name Beverly J. Everson				Treasurer Name Dana S. Phillips			
Street Address 99 John Scott Lane				Street Address 151 Fairfield Drive			
City No. Kingstown		State RI	Zip 02852		City No. Kingstown		Zip 02852
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>							
Director Name Dana S. Phillips				Director Name Beverly J. Everson			
Street Address 151 Fairfield Drive				Street Address 99 John Scott Lane			
City No. Kingstown		State RI	Zip 02852		City No. Kingstown		Zip 02852
Director Name None				Director Name None			
Street Address				Street Address			
City		State	Zip		City		Zip
10. SHARES AUTHORIZED (*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	
1000 shs	no par val			1,000	common	no par	
11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>							

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

FILED

66. WA ST 11 57 AM
MAY 25 11 25 AM '99
RECEIVED
SECRETARY OF STATE

File Date: _____
Check No.: _____
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.

Dana S. Phillips President 5/10/99
Signature of Officer Date
DANA S. PHILLIPS
Print or Type Name of Officer
President
Title of Officer



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. 11859		2. Name of Corporation Sixty Four Fifty Four Investment Co., Inc.		
3. Street Address Principal Business Office 6454 Post Road		City North Kingstown	State RI	Zip 02852
4. Business Phone No. (401) 884-5252		5. State of Incorporation Rhode Island		6. SIC Code 5579

7. Brief Description of the Character of Business Conducted in Rhode Island
purchase, contract to purchase or sale of any real property of any kind

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

President Name Dana S. Phillips			Vice President Name Beverly J. Everson		
Street Address 151 Fairfield Drive			Street Address 99 John Scott Lane		
City North Kingstown	State RI	Zip 02852	City North Kingstown	State RI	Zip 02852
Secretary Name Beverly J. Everson			Treasurer Name Dana S. Phillips		
Street Address 99 John Scott Lane			Street Address 151 Fairfield Drive		
City North Kingstown	State RI	Zip 02852	City North Kingstown	State RI	Zip 02852

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

Director Name Dana S. Phillips			Director Name Beverly J. Everson		
Street Address 151 Fairfield Drive			Street Address 99 John Scott Lane		
City North Kingstown	State RI	Zip 02852	City North Kingstown	State RI	Zip 02852
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
1000	common	no par value	1000	common	no par value

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

File Date: 10/28/97
Check No.: 188293
By: KD

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: *Dana S. Phillips*
Date: 9/9/97
Print or Type Name of Officer: Dana S. Phillips
Title of Officer: President

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. 11859		2. NAME OF CORPORATION SIXTY FOUR FIFTY FOUR INVESTMENT CO., INC.	
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE 6454 Post Road		CITY North Kingstown	STATE RI
4. BUSINESS PHONE NO. (401) 884-5252		5. STATE OF INCORPORATION RHODE ISLAND	6. SIC CODE 5579
7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED IN RHODE ISLAND purchase, contract to purchase or sale of any real property of any kind			

8. NAMES AND ADDRESSES OF THE OFFICERS

PRESIDENT NAME Dana S. Phillips			VICE PRESIDENT NAME Beverly J. Everson		
STREET ADDRESS 151 Fairfield Drive			STREET ADDRESS 99 John Scott Lane		
CITY North Kingstown	STATE RI	ZIP CODE 02852	CITY North Kingstown	STATE RI	ZIP CODE 02852
SECRETARY NAME Beverly J. Everson			TREASURER NAME Dana S. Phillips		
STREET ADDRESS 99 John Scott Lane			STREET ADDRESS 151 Fairfield Drive		
CITY North Kingstown	STATE RI	ZIP CODE 02852	CITY North Kingstown	STATE RI	ZIP CODE 02852

9. NAMES AND ADDRESSES OF THE DIRECTORS

DIRECTOR NAME Dana S. Phillips			DIRECTOR NAME Beverly J. Everson		
STREET ADDRESS 151 Fairfield Drive			STREET ADDRESS 99 John Scott Lane		
CITY North Kingstown	STATE RI	ZIP CODE 02852	CITY North Kingstown	STATE RI	ZIP CODE 02852
DIRECTOR NAME			DIRECTOR NAME		
STREET ADDRESS			STREET ADDRESS		
CITY	STATE	ZIP CODE	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
1000 SHS	NO PAR VAL		1000	common	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.

File Date: 1/22/96
 Check No: 741
 By: [Signature]
 For Secretary of State Use Only

[Signature]
 Signature of Officer
 Dana S. Phillips
 Print or Type Name of Officer
 President
 Title of Officer
 1/2/96
 Date

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: 0011859 Annual Report for the year: 1995

Name of Corporation: SIXTY FOUR FIFTY FOUR INVESTMENT CO., INC.

Business entity organized under the laws of the State of: Rhode Island
 For foreign entity, address and telephone number of principal office: n/a
 Business Entity is (check one):
 Business Corporation (See RIGL Chapter 7-1.1)
 Professional Service Corporation (See RIGL Chapter 7-5.1)

Phone: ()
 Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):
6454 Post Road
North Kingstown, RI 02852
 Phone: (401) 834-5252
 Brief statement of the character of business conducted in Rhode Island:
purchase, contract to purchase or sale of any real property of any kind

THE NAMES OF THE OFFICERS ARE:

PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
Dana S. Phillips,	151 Fairfield Drive,	North Kingstown, RI	02852
VICE PRESIDENT	STREET ADDRESS	CITY/STATE	ZIP CODE
Beverly J. Everson,	99 John Scott Lane,	North Kingstown, RI	02852
SECRETARY	STREET ADDRESS	CITY/STATE	ZIP CODE
Beverly J. Everson,	99 John Scott Lane,	North Kingstown, RI	02852
TREASURER	STREET ADDRESS	CITY/STATE	ZIP CODE
Dana S. Phillips,	151 Fairfield Drive,	North Kingstown, RI	02852

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
Dana S. Phillips,	151 Fairfield Drive,	North Kingstown, RI	02852
NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
Beverly J. Everson,	99 John Scott Lane,	North Kingstown, RI	02852

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
1000	common	1000	common

Date January 30, 1995
 By: D. S. Phillips President
 DANA S. PHILLIPS
 PRINT OR TYPE NAME OF OFFICER SIGNING
 President
 TITLE OF OFFICER SIGNING

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.

Edward H. Torgen, Esquire
 7395 Post Road
 North Kingstown, RI 02852

FILED
MAR 06 1995
 By EC623

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: 0011859 Annual Report for the year: 1994

Name of Business Entity: SIXTY FOUR FIFTY FOUR INVESTMENT CO.

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

Federal Taxpayer Identification Number: [REDACTED]

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

Phone: ()

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

6454 Post Road
North Kingstown, RI 02852

Phone: (401) 884-5252

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

Dana S. Phillips, President
6454 Post Road
North Kingstown, RI 02852

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

purchase, contract to purchase or sale
of any real property of any kind

Date of Organization: 9/1/83 8-30-93

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

THE NAMES OF THE OFFICERS ARE:

<input type="checkbox"/> CHIEF EXECUTIVE OFFICER OR <input checked="" type="checkbox"/> PRESIDENT (Check One)	STREET ADDRESS	CITY/STATE	ZIP CODE
	<u>Dana S. Phillips, 151 Fairfield Drive, North Kingstown, RI</u>	<u>02852</u>	
<input type="checkbox"/> CHIEF OPERATING OFFICER OR <input checked="" type="checkbox"/> VICE PRESIDENT (Check One)	STREET ADDRESS	CITY/STATE	ZIP CODE
	<u>Beverly J. Everson, 99 John Scott Lane, North Kingstown, RI</u>	<u>02852</u>	
<input type="checkbox"/> CUSTODIAN OF RECORDS OR <input checked="" type="checkbox"/> SECRETARY (Check One)	STREET ADDRESS	CITY/STATE	ZIP CODE
	<u>Beverly J. Everson, 99 John Scott Lane, North Kingstown, RI</u>	<u>02852</u>	
<input type="checkbox"/> CHIEF FINANCIAL OFFICER OR <input checked="" type="checkbox"/> TREASURER (Check One)	STREET ADDRESS	CITY/STATE	ZIP CODE
	<u>Dana S. Phillips, 151 Fairfield Drive, North Kingstown, RI</u>	<u>02852</u>	

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
	<u>Dana S. Phillips, 151 Fairfield Drive, North Kingstown, RI</u>	<u>02852</u>	
NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
	<u>Beverly J. Everson, 99 John Scott Lane, North Kingstown, RI</u>	<u>02852</u>	

NUMBER OF SHARES AUTHORIZED (If Applicable)		NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)	
NUMBER		NUMBER	
	<u>1000</u>		<u>1000</u>
CLASS		CLASS	
	<u>common</u>		<u>common</u>
SERIES		SERIES	
	<u>none</u>		<u>none</u>
PAR VALUE OR WITHOUT PAR		PAR VALUE OR WITHOUT PAR	
	<u>no par value</u>		<u>no par value</u>

Date January 24, 19 94

By: Dana S. Phillips

Dana S. Phillips
PRINT OR TYPE NAME OF OFFICER SIGNING

President
TITLE OF OFFICER SIGNING

Form 31 1/94

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.

EDWARD H. TORGEN, ESQ.
7395 POST ROAD
NORTH KINGSTOWN RI 02852

PAID
DEC 31 1994
SECY OF STATE

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

Corporate ID 0011859 Annual Report for the year 1993

FIRST: The name of the corporation is SIXTY FOUR FIFTY FOUR INVESTMENT CO., INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is to purchase, in any way acquire from investment or for sale or otherwise lands, contracts for the purchase or sales of lands, buildings, improvements and any other real property of any kind.

FOURTH: If foreign corporation, address of its principal office not applicable

FIFTH: Business address in Rhode Island 7395 Post Road, North Kingstown, RI 02852

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

Name	Office	Address (including number, street, zip code)
EDWARD H. TORGEN	Director	471 No. Quidnessett Rd., No. Kingstown, RI
BEVERLY J. EVERSON	Director	99 John Scott Lane, North Kingstown, RI
DANA S. PHILLIPS	Director	151 Fairfield Drive, North Kingstown, RI
DANA S. PHILLIPS	President	151 Fairfield Drive, North Kingstown, RI
BEVERLY J. EVERSON	Vice President	99 John Scott Lane, North Kingstown, RI
BEVERLY J. EVERSON	Secretary	99 John Scott Lane, North Kingstown, RI
DANA S. PHILLIPS	Treasurer	151 Fairfield Drive, North Kingstown, RI

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	common		without par value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	common		without par value

Rec'd & Filed SEP 17 1993
RMT#29
105626

Dated February 23 19 93

SIXTY FOUR FIFTY FOUR INVESTMENT CO., INC.

(Name of Corporation)

By Dana S. Phillips President

Title President

(Report must be signed by an officer)

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0011859

Annual Report for the year 1992

FIRST: The name of the corporation is SIXTY FOUR FIFTY FOUR INVESTMENT CO

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is to purchase, in any way acquire from investment or for sale or otherwise lands, contracts for the purchase or sales of lands, buildings, improvements and any other real property of any kind.

FOURTH: If foreign corporation, address of its principal office not applicable

FIFTH: Business address in Rhode Island 7395 Post Road, North Kingstown, RI 02852

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

Name	Office	Address (including number, street, zip code)
EDWARD H. TORGEN	Director	471 No. Quidnessett Rd., No. Kingstown, RI
BEVERLY J. EVERSON	Director	99 John Scott Lane, No. Kingstown, RI
DANA S. PHILLIPS	Director	151 Fairfield Drive, No. Kingstown, RI
DANA S. PHILLIPS	President	151 Fairfield Drive, No. Kingstown, RI
BEVERLY J. EVERSON	Vice President	99 John Scott Lane, No. Kingstown, RI
BEVERLY J. EVERSON	Secretary	99 John Scott Lane, No. Kingstown, RI
DANA S. PHILLIPS	Treasurer	151 Fairfield Drive, No. Kingstown, RI

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	common		without par value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	common		without par value

Rec'd & Filed SEP 17 1993

AMT # 29
105626

Dated January 2 19 92

SIXTY FOUR FIFTY FOUR INVESTMENT CO., INC.
(Name of Corporation)

By D. S. Phillips President

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

Corporate ID 0011859 Annual Report for the year 1991

FIRST: The name of the corporation is SIXTY FOUR FIFTY FOUR INVESTMENT CO.,

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is to purchase, in any way acquire from investment or for sale or otherwise lands, contracts for the purchase or sales of lands, buildings, improvements and any other real property of any kind.

FOURTH: If foreign corporation, address of its principal office not applicable

FIFTH: Business address in Rhode Island 7395 Post Road, North Kingstown, RI 02852

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

Name	Office	Address (including number, street, zip code)
EDWARD H. TORGEN	Director	471 No. Quidnessett Rd., No. Kingstown, RI
BEVERLY J. EVERSON	Director	99 John Scott Lane, No. Kingstown, RI
DANA S. PHILLIPS	Director	151 Fairfield Drive, No. Kingstown, RI
DANA S. PHILLIPS	President	151 Fairfield Drive, No. Kingstown, RI
BEVERLY J. EVERSON	Vice President	99 John Scott Lane, No. Kingstown, RI
BEVERLY J. EVERSON	Secretary	99 John Scott Lane, No. Kingstown, RI
DANA S. PHILLIPS	Treasurer	151 Fairfield Dr., No. Kingstown, RI

SEVENTH: Number of Shares authorized:

Par Value
or statement that
shares are without
par value

No. of Shares	Class
1000	common

PAID

without par value

EIGHTH: Number of Shares issued:

Par Value
or statement that
shares are without
par value

No. of Shares	Class
1000	common

without par value

Dated January 7 19 91

SIXTY FOUR FIFTY FOUR INVESTMENT CO., INC.

(Name of Corporation)

By [Signature]

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

Corporate ID 0011859 Annual Report for the year 1990

FIRST: The name of the corporation is SIXTY FOUR FIFTY FOUR INVESTMENT CO., INC

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is to purchase, in any way acquire from investment or for sale or otherwise lands, contracts for the purchase or sale of lands, buildings, improvements and any other real property of any kind.

FOURTH: If foreign corporation, address of its principal office not applicable

FIFTH: Business address in Rhode Island 7395 Post Road, North Kingstown, RI 02852

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

Name	Office	Address (including number, street, zip code)
<u>EDWARD H. TORGEN</u>	<u>Director</u>	<u>471 No. Quidnessett Rd., No. Kingstown, RI</u>
<u>BEVERLY J. EVERSON</u>	<u>Director</u>	<u>99 John Scott Lane, No. Kingstown, RI</u>
<u>DANA S. PHILLIPS</u>	<u>Director</u>	<u>151 Fairfield Dr., No. Kingstown, RI</u>
<u>DANA S. PHILLIPS</u>	<u>President</u>	<u>151 Fairfield Dr., No. Kingstown, RI</u>
<u>BEVERLY J. EVERSON</u>	<u>Vice President</u>	<u>99 John Scott Lane, No. Kingstown, RI</u>
<u>BEVERLY J. EVERSON</u>	<u>Secretary</u>	<u>99 John Scott Lane, No. Kingstown, RI</u>
<u>DANA S. PHILLIPS</u>	<u>Treasurer</u>	<u>151 Fairfield Dr., No. Kingstown, RI</u>

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>1000</u>	<u>common</u>		<u>without par value</u>

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>1000</u>	<u>common</u>		<u>without par value</u>

PAID

JUN 14 1990

SEC'Y. OF STATE

Dated January 19 1990

SIXTY FOUR FIFTY FOUR INVESTMENT CO., INC.
(Name of Corporation)

By *Dana Phillips*

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

Corporate ID 0011859 Annual Report for the year 1989

FIRST: The name of the corporation is SIXTY FOUR FIFTY FOUR INVESTMENT CO., INC

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is to purchase, in any way acquire from investment or for sale or otherwise lands, contracts for the purchase or sales of lands, buildings, improvements and any other real property of any kind

FOURTH: If foreign corporation, address of its principal office not applicable

FIFTH: Business address in Rhode Island 7395 Post Road, North Kingstown, RI 02852

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

Name	Office	Address (including number, street, zip code)
EDWARD H. TORGEN	Director	471 No. Quidnessett Rd., No. Kingstown, RI
BEVERLY J. EVERSON	Director	171 Fairfield Dr., No. Kingstown, RI
DANA S. PHILLIPS	Director	Locust Valley Road, Exeter, RI
DANA S. PHILLIPS	President	Locust Valley Road, Exeter, RI
BEVERLY J. EVERSON	Vice President	171 Fairfield Dr., No. Kingstown, RI
BEVERLY J. EVERSON	Secretary	171 Fairfield Dr., No. Kingstown, RI
DANA S. PHILLIPS	Treasurer	Locust Valley Road, Exeter, RI

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	common		without par value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	common		without par value

1989

Dated February 2 19 89

SIXTY FOUR FIFTY FOUR INVESTMENT CO., INC.
(Name of Corporation)

By Dana S Phillips

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

D.P.

Corporate ID 11859 Annual Report for the year 1988

FIRST: The name of the corporation is SIXTY FOUR FIFTY FOUR INVESTMENT CO.
INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is to purchase, in any way, acquire from
investment or for sale or otherwise lands, contracts for the purchase or sales
of lands, buildings, improvements and any other real property of any kind.

FOURTH: If foreign corporation, address of its principal office not applicable

FIFTH: Business address in Rhode Island 7395 Post Road, North Kingstown, RI 02852

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

Name	Office	Address (including number, street, zip code)
EDWARD H. TORGEN	Director	471 No. Quidnessett Rd., No. Kingstown, RI
BEVERLY J. EVERSON	Director	171 Fairfield Dr., N. Kingstown, RI
DANA S. PHILLIPS	Director	Locust Valley Rd., Exeter, RI
DANA S. PHILLIPS	President	Locust Valley Rd., Exeter, RI
BEVERLY J. EVERSON	Vice President	171 Fairfield Dr., No. Kingstown, RI
BEVERLY J. EVERSON	Secretary	171 Fairfield Dr., No. Kingstown, RI
DANA S. PHILLIPS	Treasurer	Locust Valley Rd., Exeter, RI

SEVENTH: Number of Shares authorized:

No. of Shares	Class
1000	common

Par Value
or statement that
shares are without
par value

without par value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series
1000	common	

Par Value
or statement that
shares are without
par value

without par value

Dated January 14 1988

SIXTY FOUR FIFTY FOUR INVESTMENT CO., INC.
(Name of Corporation)

By *D.P.*
President
Title

(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 11859 Annual Report for the year 1987

FIRST: The name of the corporation is SIXTY FOUR FIFTY FOUR INVESTMENT CO
INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is to purchase, in any way acquire from
investment or for sale or otherwise lands, contracts for the purchase or
sales of lands, buildings, improvements and any other real property of
any kind.

FOURTH: If foreign corporation, address of its principal office not applicable

FIFTH: Business address in Rhode Island 7395 Post Road, North Kingstown, Rhode
Island 02852

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

Name	Office	Address (including number, street, zip code)
EDWARD H. TORGEN	Director	471 N. Quidnessett rd., N. Kingstown, RI
BEVERLY J. EVERSON	Director	171 Fairfield dr., N. kingstown, RI
DANA S. PHILLIPS	Director	Locust Valley Rd., Exeter, RI
DANA S. PHILLIPS	President	Locust Valley Rd., Exeter, RI
BEVERLY J. EVERSON	Vice President	171 Fairfield Dr., N. Kingstown, RI
BEVERLY J. EVERSON	Secretary	171 Fairfield Dr., N. Kingstown, RI
DANA S. PHILLIPS	Treasurer	Locust Valley Rd., Exeter, R.I.

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	Common	PAID	without par value

MAY 11 1987

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	Common	SEC'Y. OF STATE	without par value

JUN 24 1987
[Signature]

Dated January 12 19 87

SIXTY FOUR FIFTY FOUR INVESTMENT CO., INC.
(Name of Corporation)

By *[Signature]*

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 11859 Annual Report for the year 1986

FIRST: The name of the corporation is SIXTY FOUR FIFTY FOUR INVESTMENT CO
, INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is to purchase, in any way acquire from
investment or for sale or otherwise lands, contracts for the purchase or
sales of lands, buildings, improvements and any other real property of any
kind.

FOURTH: If foreign corporation, address of its principal office not applicable

FIFTH: Business address in Rhode Island 7395 Post Road, North Kingstown, Rhode
Island 02852

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

Name	Office	Address (including number, street, zip code)
EDWARD H. TORGEN	Director	471 No. Quidnessett Rd., No. Kingstown, RI
BEVERLY J. EVERSON	Director	171 Fairfield Dr., No. Kingstown, RI
DANA S. PHILLIPS	Director	Locust Valley Rd., Exeter, RI
DANA S. PHILLIPS	President	Locust Valley Rd., Exeter, RI
BEVERLY J. EVERSON	Vice President	171 Fairfield Dr., No. Kingstown, RI
BEVERLY J. EVERSON	Secretary	171 Fairfield Dr., No. Kingstown, RI
DANA S. PHILLIPS	Treasurer	Locust Valley Rd., Exeter, RI

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	Common		without par value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	Common		without par value

PAID
MAY 16 1986
SECY. OF STATE
VR

Dated February 5, 1986 SIXTY FOUR FIFTY FOUR INVESTMENT CO., INC.
(Name of Corporation)

By *Dana S. Phillips*
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 1985

11859

FIRST: The name of the corporation is SIXTY FOUR FIFTY FOUR INVESTMENT
CO., INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is to purchase, in any way acquire
from investment or for sale or otherwise lands, contracts for the purchase or
sales of lands, buildings, improvements and any other real property of any
kind.

FOURTH: If foreign corporation, address of its principal office not applicable

FIFTH: Business address in Rhode Island (blank reports will be mailed to this
address) 7395 Post Road, North Kingstown, Rhode Island 02852

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
EDWARD H. TORGEN	Director	471 No. Quiddnessett Rd., No. Kingstown, RI
BEVERLY J. EVERSON	Director	171 ⁵ Fairfield Dr., No. Kingstown, RI
DANA S. PHILLIPS	Director	Locust Valley Rd., Exeter, RI
DANA S. PHILLIPS	President	Locust Valley Rd., Exeter, RI
BEVERLY J. EVERSON	Vice President	171 Fairfield Dr., No. Kingstown, RI
BEVERLY J. EVERSON	Secretary	171 Fairfield Dr., No. Kingstown, RI
DANA S. PHILLIPS	Treasurer	Locust Valley Rd., Exeter, 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
1000	Common		Without par value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	Common		Without par value

Dated: January 17, 1985

SIXTY FOUR FIFTY FOUR INVESTMENT CO.,
(Name of Corporation) INC.

By *Don B. Bully*

RECEIVED MAR 1985

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 1984

FIRST: The name of the corporation is SIXTY FOUR FIFTY FOUR INVESTMENT CO., INC.

SECOND: It is incorporated under the laws of Rhode Island

THIRD: Character of business, briefly stated, is to purchase, in any way acquire from investment or for sale or otherwise lands, contracts for the purchase or sales of lands, buildings, improvements and any other real property of any kind.

FOURTH: If foreign corporation, address of its principal office not applicable.

FIFTH: Business address in Rhode Island

7395 Post Road, North Kingstown, Rhode Island 02852

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
EDWARD H. TORGEN	Director	471 No. Quidnessett Rd., No. Kingstown, RI
BEVERLY J. EVERSON	Director	171 Fairfield Dr., No. Kingstown, RI
DANA S. PHILLIPS	Director	Locust Valley Rd., Exeter, RI
DANA S. PHILLIPS	President	Locust Valley Rd., Exeter, RI
BEVERLY J. EVERSON	Vice President	171 Fairfield Dr., No. Kingstown, RI
BEVERLY J. EVERSON	Secretary	171 Fairfield Dr., No. Kingstown, RI
DANA S. PHILLIPS	Treasurer	Locust Valley Rd., Exeter, 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
1000	Common		Without par value

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
1000	Common		Without par value

Dated: February 3, 1984

SIXTY FOUR FIFTY FOUR INVESTMENT CO., INC.

(Name of Corporation)

APR 10 1984
Lee

By: *Dana S. Phillips*
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