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Mar 09 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F95000001284 (7)
 1. Corporation Name
BRI ALTAMONTE-II, INC.



Principal Place of Business % THE BERKSHIRE GROUP 470 ATLANTIC AVE. ATTN: LEGAL DEPT. BOSTON MA 02210	Mailing Address % THE BERKSHIRE GROUP 470 ATLANTIC AVE. ATTN: LEGAL DEPT. BOSTON MA 02210
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DO NOT WRITE IN THIS SPACE

21. Principal Place of Business 70 Berkshire Realty Co, Inc. Suite, Apt. #, etc. 470 Atlantic Ave, ATTN: G. Martin City & State Boston, MA Zip 02210	22. Mailing Address 70 Berkshire Realty Co, Inc. Suite, Apt. #, etc. 470 Atlantic Ave, ATTN: G. Martin City & State Boston, MA Zip 02210
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3. Date Incorporated or Qualified 03/17/1995	4. FEI Number 59-3307857	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS ST., STE. 105
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE D	GERBER, LAURENCE % THE BERKSHIRE GROUP, 470 ATLANTIC AVE. BOSTON MA	1.1 TITLE CD	KRUPP, DOUGLAS 470 ATLANTIC AVE, BOSTON, MA 02210
TITLE P	MARSHALL, DAVID F % THE BERKSHIRE GROUP, 470 ATLANTIC AVE. BOSTON MA	2.1 TITLE	BERKSHIRE REALTY Co., INC, 470 ATLANTIC AVE
TITLE S	SPELFOGER, SCOTT D C/O THE BERKSHIRE GROUP, 470 ATLANTIC AVE. BOSTON MA	3.1 TITLE	THE BERKSHIRE GROUP, 470 ATLANTIC AVE
TITLE D	ROSKIND, E. ROBERT THE LCP GROUP, 355 LEXINGTON AVE. NEW YORK NY 10017	4.1 TITLE	
TITLE VPT	PRITCHARD, MARIANNE C/O THE BERKSHIRE GROUP, 470 ATLANTIC AVE NEEDHAM MA	5.1 TITLE	BERKSHIRE REALTY Co., INC, 470 ATLANTIC AVE
TITLE AT	LAURO, FRED C/O THE BERKSHIRE GROUP, 470 ATLANTIC AVE. BOSTON MA	6.1 TITLE AT	RICHARD, KENNETH J 470 ATLANTIC AVE, BERKSHIRE REALTY Co. BOSTON, MA 02210

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14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE _____ DATE **2/27/98 (4/17/98) 4/23/98**

CF2E034 (10/97)