93 **FILE NOW: FILING FEE AFTER MAY 1ST IS $550.00**

PROFIT CORPORATION ANNUAL REPORT

1999

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
99 MAR 15 AM 10:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

0000669

DOCUMENT # **616284**

1. Corporation Name
BERKSHIRE RESIDENTIAL MORTGAGE CORPORATION

Principal Place of Business	Mailing Address
470 ATLANTIC AVE BOSTON MA 02210	470 ATLANTIC AVE BOSTON MA 02210

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualifed
04/03/1979

4. FEI Number
59-1899933
[ ] Applied For
[ ] Not Applicable

5. Certificate of Status Desired [ ] **$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution [ ] **$5.00** May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax [ ] Yes [ ] No

2. Principal Place of Business	2a. Mailing Address
21 One Beacon Street	26 One Beacon Street
Suite, Apt. #, etc. 22 Suite 1500, Tax Dept	Suite, Apt. #, etc. 27 Suite 1500 Tax Dept
City & State 23 Boston, MA 02108	City & State 28 Boston, MA 02108
Zip / Country 24 / 25	Zip / Country 29 / 30

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

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

100002814681--8
-03/23/99--01010--013
****150.00 ****150.00

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 _____ DATE
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	S	[ ] DELETE	11 TITLE		[X] Change [ ] Addition
NAME	SPELFOGEL, SCOTT		12 NAME		
STREET ADDRESS	470 ATLANTIC AVE		13 STREET ADDRESS	One Beacon Street, Suite 1500	
CITY-ST-ZIP	BOSTON MA		14 CITY-ST-ZIP	Boston, MA 02108	
TITLE	T	[ ] DELETE	21 TITLE		[X] Change [ ] Addition
NAME	ROBERT BARROWS		22 NAME	David Quade	
STREET ADDRESS	470 ATLANTIC AVE		23 STREET ADDRESS	One Beacon Street, Suite 1500	
CITY-ST-ZIP	BOSTON MA		24 CITY-ST-ZIP	Boston, MA 02108	
TITLE	P	[ ] DELETE	31 TITLE		[X] Change [ ] Addition
NAME	DONOVAN, PETER		32 NAME		
STREET ADDRESS	265 FAR REACH RD		33 STREET ADDRESS	One Beacon Street, Suite 1500	
CITY-ST-ZIP	WESTWOOD MA 02090		34 CITY-ST-ZIP	Boston, MA 02108	
TITLE	AT	[ ] DELETE	41 TITLE		[X] Change [ ] Addition
NAME	UMANZIO, CLAIRE		42 NAME		
STREET ADDRESS	470 ATLANTIC AVE.		43 STREET ADDRESS	One Beacon Street, Suite 1500	
CITY-ST-ZIP	BOSTON MA		44 CITY-ST-ZIP	Boston, MA 02108	
TITLE		[ ] DELETE	51 TITLE		[ ] Change [ ] Addition
NAME			52 NAME		
STREET ADDRESS			53 STREET ADDRESS		
CITY-ST-ZIP			54 CITY-ST-ZIP		
TITLE		[ ] DELETE	61 TITLE		[ ] Change [ ] Addition
NAME			62 NAME		
STREET ADDRESS			63 STREET ADDRESS		
CITY-ST-ZIP			64 CITY-ST-ZIP		

CR2E034 (11/98)

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, with all other like empowered.

SIGNATURE: _____ 3/12/99
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — Date — Daytime Phone #