

**FILE ON OR BEFORE DECEMBER 31, 1997 OR PARTNERSHIP WILL BE SUBJECT
TO REVOCATION AND \$500 PENALTY FEE**

**LIMITED PARTNERSHIP
ANNUAL REPORT
1998**



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 OCT 27 PM 2:59



1. Name of Limited Partnership	1a. DOCUMENT # A31790
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MIAMI TOWER ASSOCIATES LIMITED PARTNERSHIP

Mailing Address C/O WINTHROP FINANCIAL ASSOCIATES Five Cambridge Center Cambridge, MA 02142		Principal Office Address C/O WINTHROP FINANCIAL ASSOCIATES Five Cambridge Center Cambridge, MA 02142		3. Date Formed or Registered 07/24/1991	5a. Capital Contributions as Shown on record. \$7,000,000.00
2. Mailing Address		2a. Principal Office Address		3a. Date of Last Report 10/28/1996	5b. Amount of Capital Contributions in FLORIDA to date: \$7,000,000.00
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. State or Country of Formation FL	
City & State		City & State		6. FEI Number 04-3131730	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip Country		Zip Country		7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
8. Make check payable to: Dept. of State (See reverse side for fee information)					

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301	10. If changed, new Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code
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10a. Pursuant to the provisions of sections 620.1051 and 620.192, Florida Statutes, the above-named limited partnership organized or registered under the laws of the State of Florida, 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 its general partner(s). I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of section 620.192, Florida Statutes.

SIGNATURE (Registered Agent Accepting Appointment) _____ DATE _____

**A GENERAL PARTNER THAT IS A CORPORATION, LIMITED PARTNERSHIP OR OTHER BUSINESS ENTITY
MUST BE REGISTERED AND ACTIVE WITH THIS OFFICE.**

11. Name(s) of General Partner(s) WINTHROP MIAMI ASSOC, LP	11a. Address of Each General Partner (Do NOT Use Post Office Box Numbers) ONE INTERNATIONAL PLA	11b. City, State & Zip Code BOSTON MA	11c. Registration/ Document Number A32158
<p>700002332857--1 -10/29/97--01092--015 ****541.25 ****541.25</p> <p>dec</p>			

Note: General partners MAY NOT be changed on this form; an amendment must be filed to change a general partner.

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effects as if made under oath. I further certify that I am a General partner of the limited partnership, receiver or trustee empowered to execute this report as required by chapter 620, Florida Statutes.

SIGNATURE *By One International Associates L.P.*
By One International Inc.
Typed or Printed Name of General Partner Signing Form **AMY R. JOHNSON, ASST. SECRETARY** Daytime Telephone Number **617-330-8200**

CR2E003 (6/97)