

**FILE ON OR BEFORE DECEMBER 31, 1996 OR PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED PARTNERSHIP
ANNUAL REPORT
1997



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

1. Name of Limited Partnership

1a. DOCUMENT #
A31793

MIAMI RETAIL ASSOCIATES LIMITED PARTNERSHIP



12/10

Mailing Address
C/O WINTHROP FINANCIAL ASSOCIATES
ONE INTERNATIONAL PLACE
BOSTON MA 02110

Principal Office Address
C/O WINTHROP FINANCIAL ASSOCIATES
ONE INTERNATIONAL PLACE
BOSTON MA 02110

3. Date Formed or Registered
07/24/1991

5a. Capital Contributions as
Shown on record.
\$225,000.00

3a. Date of Last Report
12/19/1995

5b. Amount of Capital
Contributions in FLORIDA
to date:
225,000.00

4. State or Country of Formation
FL

2. Mailing Address

2a. Principal Office Address

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip Country

Zip Country

6. FEI Number
04-3131731

Applied For
 Not Applicable

7. Certificate of Status Desired

**\$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

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)

11a. Address of Each General Partner
(Do NOT Use Post Office Box Numbers)

11b. City, State & Zip Code

11c. Registration/
Document Number

WINTHROP MIAMI ASSOC. LP

ONE INTERNATIONAL PLA

BOSTON MA

A32158

700002028247--4
-12/13/95--01007--023
****576.25 ****576.25

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

See Attached Signature Page

DATE

9/20/96

Typed or Printed Name of General Partner Signing Form

Daytime Telephone Number

617-330-8600

CR2E003 (6/96)

9

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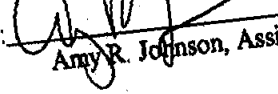
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Winthrop Miami Associates Limited Partnership

By: One International Associates Limited Partnership

STATE SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By: One International, Inc.

By: 
Amy R. Johnson, Assistant Secretary