

**FILE ON OR BEFORE DECEMBER 31, 1998 OR LIMITED PARTNERSHIP
WILL BE SUBJECT TO REVOCATION AND \$500 PENALTY FEE**

LIMITED PARTNERSHIP
ANNUAL REPORT
1999



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 SEP 29 PM 3: 30

1. Name of Limited Partnership

1a. DOCUMENT #
A31793

MIAMI RETAIL 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. \$225,000.00
2. Mailing Address		2a. Principal Office Address		3a. Date of Last Report 10/27/1997	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. State or Country of Formation FL	5b. Amount of Capital Contributions in FLORIDA to date:
City & State		City & State		6. FEI Number 04-3131731	
Zip		Zip		7. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
Country		Country		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, now Registered Agent/Office

Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City
FL Zip *32301*

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
<p>400002653644--7 -10/01/98--01056--024 ***526.25 ***526.25</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

See Attached

DATE

9/8/98

Miami Retail Associates Limited Partnership

**By: Winthrop Miami Associates Limited Partnership
its general partner**

**By: One International Associates Limited Partnership
its general partner**

**By: One International, Inc.
its general partner**

**By: _____
Peter Braverman
Senior Vice President**