



B980000000145

THE BERKSHIRE GROUP

Legal Department

VIA FEDERAL EXPRESS

March 5, 1998

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Attn: Brenda Tadlock

900002449479--2
-03/06/98--01084--001
****140.00 ****140.00

Re: Application for Registration of a Foreign Limited Partnership; Request for Certificates of Status

Dear Ms. Tadlock:

Enclosed please find two (2) Applications for Registration of a Foreign Limited Partnership for BRI Florida Apartments Limited Partnership. Upon filing, I am requesting two (2) Certificates of Status for BRI Florida Apartments Limited Partnership.

Also, I will need Certificates of Status for each of the following entities:

1. Two (2) Certificates of Status for BRI OP Limited Partnership, a foreign limited partnership, Document No. B95000000093.
2. Two (2) Certificates of Status for Berkshire Apartments, Inc., a foreign corporation, Document No. F97000004345.

I understand that the filing fee for the Application for Registration of a Foreign Limited Partnership is \$87.50, and each Certificate of Status is \$8.75 (I am requesting a total of six (6)) and therefore I have enclosed a check in the amount of \$140.00. I have also enclosed a self-addressed Federal Express envelope which I request that you use to return the requested documents to my attention as soon as possible.

Should you require further information, please contact me directly at (617) 556-1588.

Very truly yours,

Kristin L. Hicks
Kristin L. Hicks
Staff Attorney

KLH:mw
Enclosures
J:AKLH98\SOSFL2.LTR

B98-145

Name Availability	FILE 3-10
Document Examiner	OK
Updater	OK
Updater Verifier	OK
Acknowledgment	OK
W. P. Verifier	OK

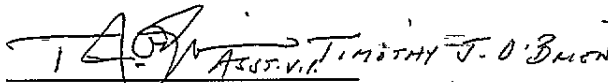
Harbor Plaza, 470 Atlantic Avenue
Boston, Massachusetts 02210
Telephone: (617) 423-2233
Fax (Legal Department): (617) 556-1408

**APPLICATION FOR REGISTRATION
AS A FOREIGN LIMITED PARTNERSHIP**

1. The name of the partnership is **BRI Florida Apartments Limited Partnership** (the "Partnership") which is the name it proposes to register and transact business under in Florida.

2. The Partnership was formed in the **State of Delaware** on **March 4, 1998**.

3. The name and address of the registered agent for service of process on the Partnership, which is hereby appointed, is **Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301**.

3a. 
Signature consent of Registered Agent

4. The Partnership hereby appoints the Secretary of State of the State of Florida as agent of the Partnership for service of process if the registered agent's authority has been revoked or the registered agent cannot be found or served with the exercise of reasonable diligence.

5. The address of the registered office required to be maintained in the state of its organization by the laws of Delaware is **c/o Corporation Service Company, 1013 Centre Road, Wilmington, Delaware 19805**.

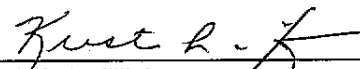
6. The name and business address of the sole general partner of the Partnership is **Berkshire Apartments, Inc., 470 Atlantic Avenue, Boston, Massachusetts 02210; Attn: Legal Department**.

7. The address of the office at which is kept a list of the names and addresses of the limited partners and their capital contributions is **c/o The Berkshire Group, 470 Atlantic Avenue, Boston, Massachusetts 02210; Attn: Legal Department**, and the Partnership undertakes and agrees to keep its records until the Partnership's registration in Florida is cancelled or withdrawn.

8. The mailing address of the Partnership is **c/o The Berkshire Group, 470 Atlantic Avenue, Boston, Massachusetts 02210, Attention: Legal Department**.

BRI FLORIDA APARTMENTS LIMITED PARTNERSHIP

By: **Berkshire Apartments, Inc.**
its sole general partner

By: 
Kristin L. Hicks,
Assistant Secretary

SWORN TO AND SUBSCRIBED TO before me by Kristin L. Hicks, Assistant Secretary of Berkshire Apartments, Inc., sole general partner of BRI Florida Apartments Limited Partnership this 5 day of March, 1998.

(NOTARY SEAL)


Notary Public

FILED
MAR - 5 PM 4:10
STATE OF FLORIDA

AFFIDAVIT OF CAPITAL CONTRIBUTIONS

COMMONWEALTH OF MASSACHUSETTS
COUNTY OF SUFFOLK, ss.

BEFORE ME, the undersigned, personally appeared Kristin L. Hicks, Assistant Secretary of Berkshire Apartments, Inc., sole general partner of BRI Florida Apartments Limited Partnership, a Delaware limited partnership, hereinafter referred to as the "Partnership", who, upon being sworn, certified as follows:

The amount of capital contributions of the limited partners is \$990.00, all of which is anticipated to be allocated for the purpose of transacting business in Florida.

This 5th day of March, 1998.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

BRI FLORIDA APARTMENTS LIMITED PARTNERSHIP

By: Berkshire Apartments, Inc., sole general partner

By:

Kristin L. Hicks
Kristin L. Hicks,
Assistant Secretary

FILED
98 MAR -5 PM 4:10
SECRETARY OF STATE
TREASURY
FLORIDA

Commonwealth of Massachusetts
County of Suffolk
March 5, 1998

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Kristin L. Hicks, known to me and known by me to be the person who executed the foregoing Affidavit of Capital Contributions, and she acknowledged to me and before me that she executed this Affidavit as Assistant Secretary of the sole general partner of said Partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of March, 1998.

(NOTARY SEAL)

Jaime Copithorne
Notary Public