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PROFIT CORPORATION ANNUAL REPORT 1999

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

DOCUMENT # F93000001028

1. Corporation Name
BRF CORPORATION OF MASSACHUSETTS

Principal Place of Business Mailing Address

470 ATLANTIC AVENUE
BOSTON MA 02210

470 ATLANTIC AVENUE
BOSTON MA 02210

2. Principal Place of Business 2a. Mailing Address

21 One Beacon Street 26 One Beacon Street
Suite, Apt. #, etc. Suite, Apt. #, etc.

22 Suite 1500 Tax Dept. 27 Suite 1500 Tax Dept.
City & State City & State

23 Boston, MA 28 Boston, MA
Zip Country Zip Country

24 02108 25 02108 29 02108 30

3. Name and Address of Current Registered Agent

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

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

Signature: typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when re-statuting)

DATE

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP

D KRUPP, DOUGLAS
470 ATLANTIC AVENUE
BOSTON MA 02210

D KRUPP, GEORGE
470 ATLANTIC AVENUE
BOSTON MA 02210

P PETER DONOVAN
470 ATLANTIC AVENUE
BOSTON MA

D DONOVAN, PETER
470 ATLANTIC AVENUE
BOSTON MA 02210

A UMANZIO, CLAIRE
470 ATLANTIC AVENUE
BOSTON MA

VP HALPERN, RONALD
470 ATLANTIC AVENUE
BOSTON MA 02210

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE 12 NAME 13 STREET ADDRESS 14 CITY-ST-ZIP

One Beacon Street, Suite 1500
Boston, MA 02108

21 TITLE 22 NAME 23 STREET ADDRESS 24 CITY-ST-ZIP

One Beacon Street, Suite 1500
Boston, MA 02108

31 TITLE 32 NAME 33 STREET ADDRESS 34 CITY-ST-ZIP

Ronald Halpern
One Beacon Street, Suite 1500
Boston, MA 02108

41 TITLE 42 NAME 43 STREET ADDRESS 44 CITY-ST-ZIP

One Beacon Street, Suite 1500
Boston, MA 02108

51 TITLE 52 NAME 53 STREET ADDRESS 54 CITY-ST-ZIP

One Beacon Street, Suite 1500
Boston, MA 02108

61 TITLE 62 NAME 63 STREET ADDRESS 64 CITY-ST-ZIP

Paul Donahue
One Beacon Street, Suite 1500
Boston, MA 02108

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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Outgoing Phone #

CR2E034 (11/98)