

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

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Mar 22, 1999 8:00 am
Secretary of State

03-22-1999 90057 024 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



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

DOCUMENT # F93000003225

1. Corporation Name
EIGHT WINTHROP PROPERTIES, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business
 C/O FIRST WINTHROP CORP.
 FIVE CAMBRIDGE CENTER, 9TH FLOOR
 CAMBRIDGE MA 02142
 US

Mailing Address
 C/O FIRST WINTHROP CORP
 FIVE CAMBRIDGE CENTER, 9TH FLOOR
 CAMBRIDGE MA 02142
 US

3. Date Incorporated or Qualified
07/14/1993

4. FEI Number
04-3128906

5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution **\$5.00** May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip Country
 24

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip Country
 29

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City **FL** 85 Zip Code

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	DPCO	<input checked="" type="checkbox"/> DELETE
NAME	MCCREADY, RICHARD J	
STREET ADDRESS	5 CAMBRIDGE CENTER, 9TH FLOOR	
CITY-ST-ZIP	CAMBRIDGE MA 02142	
TITLE	DCEO	<input type="checkbox"/> DELETE
NAME	ASHNER, MICHAEL	
STREET ADDRESS	5 CAMBRIDGE CENTER, 9TH FLOOR	
CITY-ST-ZIP	CAMBRIDGE MA 02142	
TITLE	DSVP	<input type="checkbox"/> DELETE
NAME	BRAVERMAN, PETER J.	
STREET ADDRESS	5 CAMBRIDGE CENTER, 9TH FLOOR	
CITY-ST-ZIP	CAMBRIDGE MA 02412	
TITLE	CFO	<input checked="" type="checkbox"/> DELETE
NAME	WILLIAMS, ED	
STREET ADDRESS	5 CAMBRIDGE CENTER, 9TH FLOOR	
CITY-ST-ZIP	CAMBRIDGE MA 02142	
TITLE	VPS	<input type="checkbox"/> DELETE
NAME	TIFFANY, CAROLYN	
STREET ADDRESS	5 CAMBRIDGE CENTER, 9TH FLOOR	
CITY-ST-ZIP	CAMBRIDGE MA 02142	
TITLE	TR	<input type="checkbox"/> DELETE
NAME	STAPLES, TOM	
STREET ADDRESS	5 CAMBRIDGE CENTER, 9TH FLOOR	
CITY-ST-ZIP	CAMBRIDGE MA 02142	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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: Handwritten Signature **REQUIRED** 1/15/99 516 681 3636
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR **ASST SEC.** Date Daytime Phone #

CR2E034 (11/98)

247697-40057-24
F98000003225

EIGHT WINTHROP PROPERTIES, INC.

OFFICERS:

CHIEF EXECUTIVE OFFICER/PRESIDENT
EXECUTIVE VICE PRESIDENT/ASSISTANT SECRETARY
CHIEF FINANCIAL OFFICER/VICE PRESIDENT/TREASURER
CHIEF OPERATING OFFICER/EXECUTIVE VICE PRESIDENT/
SECRETARY
SENIOR VICE PRESIDENT/ASSISTANT SECRETARY
SENIOR VICE PRESIDENT/ASSISTANT SECRETARY
VICE PRESIDENT/ASSISTANT SECRETARY
ASSISTANT SECRETARY
ASSISTANT SECRETARY
ASSISTANT SECRETARY
ASSISTANT VICE PRESIDENT/TREASURER
ASSISTANT VICE PRESIDENT
ASSISTANT VICE PRESIDENT

MICHAEL ASHNER
PETER BRAVERMAN
TOM STAPLES

CAROLYN TIFFANY
LARA SWEENEY
STEPHEN BONIFIELD
JOHN D. ALBA
DAYNA DEMARCO
AMY GRUCAN
ALLISON FORRESTER
JOHN GARILLI
HOLLY LOOSE
DAVID BULLOCK

** All officers have an address c/o

FIRST WINTHROP CORPORATION
FIVE CAMBRIDGE CENTER
9TH FLOOR
CAMBRIDGE, MA 02142

DIRECTORS:

MICHAEL L. ASHNER
c/o FIRST WINTHROP CORPORATION
FIVE CAMBRIDGE CENTER
9TH FLOOR
CAMBRIDGE, MA 02142