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

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PROFIT CORPORATION ANNUAL REPORT 1999

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

FILED
99 MAR 15 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # F93000005074

1. Corporation Name
KGP-2 INCORPORATED

Principal Place of Business	Mailing Address
470 ATLANTIC AVE., STE. 1300 ATTN: LEGAL DEPT. BOSTON MA 02210	470 ATLANTIC AVE., STE. 1300 ATTN: LEGAL DEPT. BOSTON MA 02210

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 P One Beacon Street	26 One Beacon Street
Suite, Apt. #, etc. 22 Suite 1500, Tax Dept	Suite, Apt #, etc. 27 Suite 1500, Tax Dept
City & State 23 Boston, MA 02108	City & State 28 Boston, MA 02108
Zip 24 Country 25	Zip 29 Country 30

3. Date Incorporated or Qualified
11/09/1993

4. FEI Number
04-2962323
[ ] Applied For [ ] Not Applicable

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

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

100002814671---9
-03/23/99--01010--003
****150.00 ****150.00

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 reinstating) DATE

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DC	[ ] DELETE	1 1 TITLE	[X] Change [ ] Addition
NAME	KRUPP, DOUGLAS		1 2 NAME	
STREET ADDRESS	470 ATLANTIC AVE.		1 3 STREET ADDRESS	One Beacon Street, Suite 1500
CITY-ST-ZIP	BOSTON MA 02210		1 4 CITY-ST-ZIP	Boston, MA 02108
TITLE	DC	[ ] DELETE	2 1 TITLE	[X] Change [ ] Addition
NAME	KRUPP, GEORGE		2 2 NAME	
STREET ADDRESS	470 ATLANTIC AVE.		2 3 STREET ADDRESS	One Beacon Street, Suite 1500
CITY-ST-ZIP	BOSTON MA 02210		2 4 CITY-ST-ZIP	Boston, MA 02108
TITLE	P	[ ] DELETE	3 1 TITLE	[X] Change [ ] Addition
NAME	KRUPP, DOUGLAS		3 2 NAME	
STREET ADDRESS	470 ATLANTIC AVE.		3 3 STREET ADDRESS	One Beacon Street, Suite 1500
CITY-ST-ZIP	BOSTON MA 02210		3 4 CITY-ST-ZIP	Boston, MA 02108
TITLE	AT	[ ] DELETE	4 1 TITLE	[X] Change [ ] Addition
NAME	IMANZIO, CLAIRE		4 2 NAME	Umanzio, Claire
STREET ADDRESS	470 ATLANTIC AVE		4 3 STREET ADDRESS	One Beacon Street, Suite 1500
CITY-ST-ZIP	BOSTON MA		4 4 CITY-ST-ZIP	Boston, MA 02108
TITLE	C	[ ] DELETE	5 1 TITLE	[X] Change [ ] Addition
NAME	SPELFOGEL, SCOTT		5 2 NAME	
STREET ADDRESS	470 ATLANTIC AVE		5 3 STREET ADDRESS	One Beacon Street, Suite 1500
CITY-ST-ZIP	BOSTON MA		5 4 CITY-ST-ZIP	Boston, MA 02108
TITLE	T	[ ] DELETE	6 1 TITLE	[X] Change [ ] Addition
NAME	ZAROZNY, WAYNE		6 2 NAME	David Quade
STREET ADDRESS	470 ATLANTIC AVE.		6 3 STREET ADDRESS	One Beacon Street, Suite 1500
CITY-ST-ZIP	BOSTON MA 02210		6 4 CITY-ST-ZIP	Boston, MA 02108

CR2E034 (11/98)

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 — Daytime Phone #