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Apr 23 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **F94000003751 (4)**
1. Corporation Name
SYSTEM REALTY TWELVE, INC.

Principal Place of Business % J.P. MORGAN INVESTMENT MANAGEMENT, INC. 522 FIFTH AVE - 10TH FL (JAMES E ROSASCO) NEW YORK NY 10036	Mailing Address % J.P. MORGAN INVESTMENT MANAGEMENT, INC. 522 FIFTH AVE - 10TH FL (JAMES E ROSASCO) NEW YORK NY 10036
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt #, etc. 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 07/18/1994	
4. FEI Number 13-3748707		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent

**FHS CORPORATE SERVICES, INC.
11780 US HWY. ONE, STE. 300
NORTH PALM BEACH FL 33408**

81 Name	82 Street Address (P.O. Box Number is Not Acceptable)	83	84 City	85 Zip Code
			FL	

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	CPST	1.1 TITLE	PD
NAME	ROSASCO, JAMES E	1.2 NAME	WIEST, DONALD K JR
STREET ADDRESS	522 FIFTH AVE. - 10TH FLOOR	1.3 STREET ADDRESS	23 WALL STREET
CITY-ST-ZIP	NEW YORK NY 10036	1.4 CITY-ST-ZIP	NEW YORK NY 10260-0023
TITLE		2.1 TITLE	ATS
NAME		2.2 NAME	MANCUSO, ANNE M
STREET ADDRESS		2.3 STREET ADDRESS	23 WALL STREET
CITY-ST-ZIP		2.4 CITY-ST-ZIP	NEW YORK NY 10260-0023
TITLE		3.1 TITLE	VTD
NAME		3.2 NAME	BENDIT, KARYN K
STREET ADDRESS		3.3 STREET ADDRESS	23 WALL STREET
CITY-ST-ZIP		3.4 CITY-ST-ZIP	NEW YORK NY 10260-0023
TITLE		4.1 TITLE	VAS
NAME		4.2 NAME	ASHEIM, ERLING
STREET ADDRESS		4.3 STREET ADDRESS	23 WALL STREET
CITY-ST-ZIP		4.4 CITY-ST-ZIP	NEW YORK NY 10260-0023
TITLE		5.1 TITLE	VAS
NAME		5.2 NAME	BONAPACE, MARK J
STREET ADDRESS		5.3 STREET ADDRESS	23 WALL STREET
CITY-ST-ZIP		5.4 CITY-ST-ZIP	NEW YORK NY 10260-0023
TITLE		6.1 TITLE	VAS
NAME		6.2 NAME	BAIRD, JERRY W
STREET ADDRESS		6.3 STREET ADDRESS	23 WALL STREET
CITY-ST-ZIP		6.4 CITY-ST-ZIP	NEW YORK NY 10260-0023

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.

SIGNATURE: *Anne M Mancuso* Anne M Mancuso 4/23/98 (212) 837-9119

CR2E034 (10/97)

DIRECTORS

NAME	ADDRESS
ANNE S. PFEIFFER	23 WALL STREET, NEW YORK, NY 10260-0023
KARYN K. BENDIT	"
TIMOTHY J. HEISE	"
JAMES S. OLSON	"
DONALD K. WIEST, JR.	"

OFFICERS

TITLE	ADDRESS
PRESIDENT	DONALD K. WIEST, JR. 23 WALL STREET, NEW YORK, NY 10260-0023
VICE PRESIDENT AND TREASURER	KARYN K. BENDIT "
VICE PRESIDENT AND ASSISTANT SECRETARY	ERLING ASHEIM "
VICE PRESIDENT AND ASSISTANT SECRETARY	JERRY W. BAIRD "
VICE PRESIDENT AND ASSISTANT SECRETARY	M. DOUGLAS BISSET "
VICE PRESIDENT AND ASSISTANT SECRETARY	MARK J. BONAPACE "
VICE PRESIDENT AND ASSISTANT SECRETARY	JOSEPH J. BOWAR "
VICE PRESIDENT AND ASSISTANT SECRETARY	AKRAM S. BUSAIDY "
VICE PRESIDENT AND ASSISTANT SECRETARY	LISA M. CZACHOR "
VICE PRESIDENT AND ASSISTANT SECRETARY	DAVID CHEN "
VICE PRESIDENT AND ASSISTANT SECRETARY	WILLIAM N. CINNAMOND, JR. "
VICE PRESIDENT AND ASSISTANT SECRETARY	ANN E. COLE "
VICE PRESIDENT AND ASSISTANT SECRETARY	WAYNE A. COMER "
VICE PRESIDENT AND ASSISTANT SECRETARY	SHERYL M. CROSLAND "
VICE PRESIDENT AND ASSISTANT SECRETARY	ALFRED DORT "

OFFICERS (CONTINUED)

TITLE	NAME	ADDRESS
VICE PRESIDENT AND ASSISTANT SECRETARY	KEVIN J. FAXON	23 WALL STREET, NEW YORK, NY 10260-0023
VICE PRESIDENT AND ASSISTANT SECRETARY	RENA FLAUM	"
VICE PRESIDENT AND ASSISTANT SECRETARY	EVAN M. GRAF	"
VICE PRESIDENT AND ASSISTANT SECRETARY	TIMOTHY J. HEISE	"
VICE PRESIDENT AND ASSISTANT SECRETARY	DOUGLAS P. LAWRENCE	"
VICE PRESIDENT AND ASSISTANT SECRETARY	JAMES C. McLOUGHLIN	"
VICE PRESIDENT AND ASSISTANT SECRETARY	DANIEL F. MINKOFF	"
VICE PRESIDENT AND ASSISTANT SECRETARY	JUSTIN M. MURPHY	"
VICE PRESIDENT AND ASSISTANT SECRETARY	H. HERBERT MYERS	"
VICE PRESIDENT AND ASSISTANT SECRETARY	JULIE NEGRON	"
VICE PRESIDENT AND ASSISTANT SECRETARY	GEORGE L. OCHS	"
VICE PRESIDENT AND ASSISTANT SECRETARY	JAMES S. OLSON	"
VICE PRESIDENT AND ASSISTANT SECRETARY	SCOTT G. ONUFREY	"
VICE PRESIDENT AND ASSISTANT SECRETARY	ANNE S. PFEIFFER	"
VICE PRESIDENT AND ASSISTANT SECRETARY	MONA PRESBY	"
VICE PRESIDENT AND ASSISTANT SECRETARY	MATTHEW SCHMELZER	"
VICE PRESIDENT AND ASSISTANT SECRETARY	FREDERICK N. SHEPPARD	"
VICE PRESIDENT AND ASSISTANT SECRETARY	FREDRICK M. STOLERU	"
VICE PRESIDENT AND ASSISTANT SECRETARY	MARGARET VAN WINKLE	"

OFFICERS (CONTINUED)

TITLE		ADDRESS
VICE PRESIDENT AND ASSISTANT SECRETARY	DANIEL VOLPANO	23 WALL STREET, NEW YORK, NY 10260-0023
VICE PRESIDENT AND ASSISTANT SECRETARY	JAMES M. WALSH	"
VICE PRESIDENT AND ASSISTANT SECRETARY	PETER B. WEED	"
SECRETARY AND ASSISTANT TREASURER	ANNE M. MANCUSO	"