

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

FILED

May 06 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000006100 (1) (*Amendment to cl has been filed.*)

1. Corporation Name
ESSEX PARTNERS INCORPORATED
Northland Investment Corporation



Principal Place of Business 470 TOTTEN POND RD. WALTHAM MA 02154	Mailing Address 470 TOTTEN POND RD. WALTHAM MA 02154-1905
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2. Principal Place of Business 21 2150 Washington Street	2a. Mailing Address 26 c/o Northland	3. Date Incorporated or Qualified 11/30/1994	3a. Date of Last Report 07/09/1996
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. FEI Number 22-3137052	Applied For Not Applicable
22. City & State 23 Newton, MA	27. City & State Newton, MA	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
24. Zip 02162	25. Country USA	29. Zip 02162	30. Country USA

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS ST. SUITE 105 TALLAHASSEE FL 32301		10. Name and Address of New Registered Agent	
B1 Name	B2 Street Address (P.O. Box Number is Not Acceptable)	B3	B4 City
			FL B5 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE PD	<input type="checkbox"/> DELETE GOTTESDIENER, LARRY R	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	10 ESSEX RD.	1.2 NAME	
STREET ADDRESS	WELLESLEY MA 02181	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE SD	<input type="checkbox"/> DELETE GATOF, ROBERT S	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	8 ROCKWOOD ST.	2.2 NAME	
STREET ADDRESS	SHERBORN MA 01770	2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

*RW
5-6-97*

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14. I do 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: _____ **ESSEX PARTNERS INCORPORATED**
 SIGNATURE REQUIRED *Robert S. Gatof* 4/27/97
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Robert S. Gatof Vice President/CFO Date Daytime Phone # **0000360**

CRE034 (9/96)