98 **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 10:15

SECRETARY OF STATE

DOCUMENT # **F95000001284**

1. Corporation Name
BRI ALTAMONTE-II, INC.

Principal Place of Business	Mailing Address
C/O BERKSHIRE REALTY CO., INC. 470 ATLANTIC AVE., ATTN: G. MARTIN BOSTON MA 02210 US	C/O BERKSHIRE REALTY CO., INC. 470 ATLANTIC AVE. ATTN: G. MARTIN BOSTON MA 02210 US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
03/17/1995

4. FEI Number
59-3307857
[ ] 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

2. Principal Place of Business	2a. Mailing Address
21 1 Beacon Street-Suite 1550	26 1 Beacon-Suite 1550
Suite, Apt. #, etc 22 Attn: K. Richard	Suite, Apt. #, etc 27 Attn: K. Richard
City & State 23 Boston, MA	City & State 28 Boston, MA
Zip / Country 24 02108 25	Zip / Country 29 02108 30

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS ST., STE. 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

300002611463--2
-03/23/99--01010--021
****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	CD	[ ] DELETE	11 TITLE	[X] Change	[ ] Addition
NAME	KRUPP, DOUGLAS		12 NAME		
STREET ADDRESS	470 ATLANTIC AVENUE		13 STREET ADDRESS	1 Beacon Street-Suite 1500	
CITY-ST-ZIP	BOSTON MA 02210		14 CITY-ST-ZIP	Boston, MA 02108	
TITLE	P	[ ] DELETE	21 TITLE	[X] Change	[ ] Addition
NAME	MARSHALL, DAVID F		22 NAME		
STREET ADDRESS	BERKSHIRE REALTY CO, INC, 470 ATLANTIC AVE		23 STREET ADDRESS	1 Beacon Street-Suite 1550	
CITY-ST-ZIP	BOSTON MA 02210		24 CITY-ST-ZIP	Boston, MA 02108	
TITLE	S	[ ] DELETE	31 TITLE	[X] Change	[ ] Addition
NAME	SPELFOGER, SCOTT D		32 NAME		
STREET ADDRESS	THE BERKSHIRE GROUP, 470 ATLANTIC AVE		33 STREET ADDRESS	1 Beacon Street-Suite 1500	
CITY-ST-ZIP	BOSTON MA 02210		34 CITY-ST-ZIP	Boston, MA 02108	
TITLE	D	[ ] DELETE	41 TITLE	[ ] Change	[ ] Addition
NAME	ROSKIND, E. ROBERT		42 NAME		
STREET ADDRESS	THE LCP GROUP, 355 LEXINGTON AVE.		43 STREET ADDRESS		
CITY-ST-ZIP	NEW YORK NY 10017		44 CITY-ST-ZIP		
TITLE	VPT	[ ] DELETE	51 TITLE	[X] Change	[ ] Addition
NAME	PRITCHARD, MARIANNE		52 NAME		
STREET ADDRESS	BERKSHIRE REALTY CO, INC, 470 ATLANTIC AVE		53 STREET ADDRESS	1 Beacon Street-Suite 1550	
CITY-ST-ZIP	NEEDHAM MA 02210		54 CITY-ST-ZIP	Boston, MA 02108	
TITLE	AT	[ ] DELETE	61 TITLE	[X] Change	[ ] Addition
NAME	RICHARD, KENNETH J.		62 NAME		
STREET ADDRESS	470 ATLANTIC AVE., BERKSHIRE REALTY CO.		63 STREET ADDRESS	1 Beacon Street-Suite 1550	
CITY-ST-ZIP	BOSTON MA 02210		64 CITY-ST-ZIP	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 Daytime Phone #

CR2E034 (11/98)