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Mar 09 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 # **F95000001287 (0)**

1. Corporation Name

BRI NEWPORT-II, INC.



Principal Place of Business C/O THE BERKSHIRE GROUP, ATTN: LEGAL DEPT. 470 ATLANTIC AVENUE BOSTON MA 02210	Mailing Address C/O THE BERKSHIRE GROUP, ATTN: LEGAL DEPT. 470 ATLANTIC AVENUE BOSTON MA 02210
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Berkshire Realty Co., Inc. Suite, Apt. #, etc. 470 Atlantic Ave., ATTN: G. Martin City & State Boston MA Zip 02210		2a. Mailing Address 26 Berkshire Realty Co., Inc. Suite, Apt. #, etc. 470 Atlantic Ave., ATTN: G. Martin City & State Boston, MA Zip 02210		3. Date Incorporated or Qualified 03/17/1995	
		4. FEI Number 59-3307883		Applied For Not Applicable	
		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	
		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 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	
		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

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	D	1.1 TITLE	CD
NAME	GERBER, LAURENCE	1.2 NAME	KRUPP, DOUGLAS
STREET ADDRESS	470 ATLANTIC AVENUE	1.3 STREET ADDRESS	470 ATLANTIC AVE
CITY-ST-ZIP	BOSTON MA	1.4 CITY-ST-ZIP	BOSTON, MA 02210
TITLE	P	2.1 TITLE	
NAME	MARSHALL, DAVID F	2.2 NAME	
STREET ADDRESS	470 ATLANTIC AVENUE	2.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA	2.4 CITY-ST-ZIP	02210
TITLE	S	3.1 TITLE	
NAME	SPELFOGER, SCOTT D	3.2 NAME	
STREET ADDRESS	470 ATLANTIC AVENUE	3.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA	3.4 CITY-ST-ZIP	02210
TITLE	D	4.1 TITLE	
NAME	ROSKIND, E. ROBERT	4.2 NAME	
STREET ADDRESS	THE LCP GROUP/355 LEXINGTON AVENUE	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10017	4.4 CITY-ST-ZIP	
TITLE	AT	5.1 TITLE	AT
NAME	LAURO, FRED	5.2 NAME	RICHARD, KENNETH J
STREET ADDRESS	470 ATLANTIC AVENUE	5.3 STREET ADDRESS	470 ATLANTIC AVE
CITY-ST-ZIP	BOSTON MA	5.4 CITY-ST-ZIP	BOSTON, MA 02210
TITLE	VPT	6.1 TITLE	
NAME	PRITCHARD, MARIANNE	6.2 NAME	
STREET ADDRESS	470 ATLANTIC AVENUE	6.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA	6.4 CITY-ST-ZIP	02210

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:

[Signature]

3/20/98 (112)123-2232

CR2E034 (10/97)