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

0000646

PROFIT CORPORATION ANNUAL REPORT **1999**

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

FILED
99 MAR 15 AM 10: 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # F95000001287

1. Corporation Name
BRI NEWPORT-II, INC.

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

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

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21 1 Beacon Street-Suite 1550
Suite, Apt. #, etc.
22 Attn: K. Richard
City & State
23 Boston, MA
Zip 24 02108 Country 25

2a. Mailing Address
26 1 Beacon Street-Suite 1550
Suite, Apt. #, etc.
27 Attn: K. Richard
City & State
28 Boston, MA
Zip 29 02108 Country 30

3. Date Incorporated or Qualifed
03/17/1995

4. FEI Number
59-3307883
[ ] 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 [illegible]
83
84 City FL 85 Zip Code

400002411 10:04- - 9
-03/23/99--01010--022
****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	470 ATLANTIC AVENUE		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	470 ATLANTIC AVENUE		33 STREET ADDRESS	1 Beacon Street-Suite 1550	
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 AVENUE		43 STREET ADDRESS		
CITY-ST-ZIP	NEW YORK NY 10017		44 CITY-ST-ZIP		
TITLE	AT	[ ] DELETE	51 TITLE		[X] Change [ ] Addition
NAME	RICHARD, KENNETH J.		52 NAME		
STREET ADDRESS	470 ATLANTIC AVENUE		53 STREET ADDRESS	1 Beacon Street-Suite 1550	
CITY-ST-ZIP	BOSTON MA 02210		54 CITY-ST-ZIP	Boston, MA 02108	
TITLE	VPT	[ ] DELETE	61 TITLE		[X] Change [ ] Addition
NAME	PRITCHARD, MARIANNE		62 NAME		
STREET ADDRESS	470 ATLANTIC AVENUE		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)