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**Apr 01 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F95000001405 (8)
1. Corporation Name
REALTY FUND III GP, INC.



Principal Place of Business: **C/O TA ASSOCIATES REALTY
45 MILK ST.
BOSTON MA 02109**

Mailing Address: **C/O TA ASSOCIATES REALTY
45 MILK ST.
BOSTON MA 02109-5105**

3. Date Incorporated or Qualified: **03/23/1995** 3a. Date of Last Report: **03/26/1996**

4. FEI Number: **04-3235872** 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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business (21) 2a. Mailing Address (26)

22 Suite, Apt. #, etc. 27 Suite, Apt. #, etc.

23 City & State 28 City & State

24 Zip 25 Country 29 Zip 30 Country

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
PLANTATION FL 33324**

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

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

TITLE	DC	<input type="checkbox"/> DELETE
NAME	RUANE, MICHAEL A	
STREET ADDRESS	45 MILK ST.	
CITY-ST-ZIP	BOSTON MA 02109	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	SEGEL, ARTHUR I	
STREET ADDRESS	45 MILK ST.	
CITY-ST-ZIP	BOSTON MA 02109	
TITLE	ST	<input checked="" type="checkbox"/> DELETE
NAME	DEGAETA, ROBERT A	
STREET ADDRESS	45 MILK ST.	
CITY-ST-ZIP	BOSTON MA 02109	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	NEHER, ANDREW M	
STREET ADDRESS	45 MILK ST.	
CITY-ST-ZIP	BOSTON MA 02109	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	S
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Margaret A. Stewart
5.3 STREET ADDRESS	45 Milk St.
5.4 CITY-ST-ZIP	Boston, MA 02109
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

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: *Andrew M. Neher* DATE: **3/24/97** DAYTIME PHONE #: **(617) 338-4300**

CR2E034 (9/96)