

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

APPROVED
 10/2

011598

PROFIT CORPORATION ANNUAL REPORT 1998



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

98 SEP 14 PM 2:19

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 | 28 Street Street
 Suite, Apt. #, etc.
 22 | 10th Floor
 City & State
 23 | Boston, Massachusetts
 Zip Country
 24 | 02109 U.S.

2a. Mailing Address
 26 | 28 State Street
 Suite, Apt. #, etc.
 27 | 10th Floor
 City & State
 28 | Boston, Massachusetts
 Zip Country
 29 | 02109 U.S.

3. Date Incorporated or Qualified
 03/23/1995
 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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No n/a
 10. Name and Address of New Registered Agent

9. Name and Address of Current Registered Agent
 CT CORPORATION SYSTEM
 1200 S. PINE ISLAND RD.
 PLANTATION FL 33324

81 Name
 Corporation Service Company
 82 Street Address (P.O. Box Number is Not Acceptable)
 1201 Hays Street
 83
 000002638000
 84 City
 Tallahassee FL 85 Zip Code
 32301

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 obligation of, section 607.0505, Florida Statutes.
 SIGNATURE *by Sheila B. Hawkins, Asst. Secy.* DATE 9-11-98
Signature, typed or printed name of registered agent and title, if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	c/o TA Associates Realty	
13 STREET ADDRESS	28 State Street, 10th Floor	
14 CITY-STATE-ZIP	Boston, Massachusetts 02109	
21 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	c/o TA Associates Realty	
23 STREET ADDRESS	28 State Street, 10th Floor	
24 CITY-STATE-ZIP	Boston, Massachusetts 02109	
31 TITLE	V/T/AS	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	c/o TA Associates Realty	
33 STREET ADDRESS	28 State Street, 10th Floor	
34 CITY-STATE-ZIP	Boston, Massachusetts 02109	
41 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
42 NAME	Erica H. Weiss	
43 STREET ADDRESS	1200 19th Street, N.W., Suite 400	
44 CITY-STATE-ZIP	Washington, D.C. 20036	
51 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
52 NAME	Barry P. Rosenthal	
53 STREET ADDRESS	1200 19th Street, N.W., Suite 400	
54 CITY-STATE-ZIP	Washington, D.C. 20036	
61 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
62 NAME	Karen L. Sakowich	
63 STREET ADDRESS	c/o TA Associates Realty, 28 State Street,	
64 CITY-STATE-ZIP	10th Floor, Boston, Massachusetts 02109	

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: *Karen L. Sakowich* 8/24/98 (417) 476-2700

CR2E034 (5/98)

2062



ACCOUNT NO. : 072100000032
REFERENCE : 959171 4355031
AUTHORIZATION : Patricia Pizzuto
COST LIMIT : \$550.00

ORDER DATE : September 11, 1998
ORDER TIME : 10:07 AM
ORDER NO. : 959171-055
CUSTOMER NO: 4355031
CUSTOMER: Debra J. Pruitt, Legal Asst
Bingham Dana Llp
1200 19th Street, N.w.
Suite# 400
Washington, DC 20036

ANNUAL REPORT FILING

NAME: REALTY FUND III GP, INC.

RECEIVED
98 SEP 14 AM 10:45
DIVISION OF CORPORATION

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CHRIS SMITH

EXAMINER'S INITIALS:

JP
9-14-98