

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 JAN 29 PM 1:39

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



Principal Place of Business: **28 STATE STREET 10TH FLOOR BOSTON MA 02109**
Mailing Address: **28 STATE STREET 10TH FLOOR BOSTON MA 02109**

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 03/23/1995	
21		26		4. FEI Number 04-3235872	Applied For Not Applicable
22. Suite, Apt. #, etc.		27. Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23. City & State		28. City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24. Zip	25. Country	29. Zip	30. Country	8. This corporation owes the current year Intangible Personal Property Tax <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301				10. Name and Address of New Registered Agent	
81. Name				85. Zip Code	
82. Street Address (P.O. Box Number is Not Acceptable)				FL	
83.					
84. City					

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DC <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	RUANE, MICHAEL A	1.2 NAME	
STREET ADDRESS	28 STATE STREET, 10TH FLOOR	1.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA 02109	1.4 CITY-ST-ZIP	
TITLE	PD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SEGEL, ARTHUR I	2.2 NAME	
STREET ADDRESS	28 STATE STREET, 10TH FLOOR	2.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA 02109	2.4 CITY-ST-ZIP	
TITLE	VTAS <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	NEHER, ANDREW M	3.2 NAME	
STREET ADDRESS	28 STATE STREET, 10TH FLOOR	3.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA 02109	3.4 CITY-ST-ZIP	
TITLE	AS <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WEISS, ERICA H	4.2 NAME	
STREET ADDRESS	1200 19TH ST. N.W., STE. 400	4.3 STREET ADDRESS	
CITY-ST-ZIP	WASHINGTON DC 20036	4.4 CITY-ST-ZIP	
TITLE	AS <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROSENTHAL, BARRY P	5.2 NAME	
STREET ADDRESS	1200 19TH ST. N.W., STE. 400	5.3 STREET ADDRESS	
CITY-ST-ZIP	WASHINGTON DC 20036	5.4 CITY-ST-ZIP	
TITLE	AS <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SAKOWICH, KAREN L	6.2 NAME	
STREET ADDRESS	28 STATE STREET, 10TH FLOOR	6.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA 02109	6.4 CITY-ST-ZIP	

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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: Erica H. Weiss DATE: 01/28/99 (202) 778-6150
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR DAYTIME PHONE #

CR2E034 (11/98)

(L)



ACCOUNT NO. : 072100000032
 REFERENCE : 116606 4355031
 AUTHORIZATION : *Patricia Pujat*
 COST LIMIT : \$ 150.00

ORDER DATE : January 28, 1999
 ORDER TIME : 12:30 PM
 ORDER NO. : 116606-015
 CUSTOMER NO: 4355031
 CUSTOMER: Debra J. Pruitt, Legal Asst
 Bingham Dana Llp
 1200 19th Street, N.w.
 Suite# 400
 Washington, DC 20036

RECEIVED
 99 JAN 29 PM 1:35
 DIVISION OF CORPORATION

ANNUAL REPORT FILING

NAME: REALTY FUND III GP, INC.

XX ANNUAL REPORT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Angie L. Glisar

EXAMINER'S INITIALS: _____