

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

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
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	
2. Principal Place of Business		2a. Mailing Address	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.	
22 City & State		27 City & State	
23 Zip		28 Zip	
24 Country		29 Country	
25		30	
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		82 Street Address (P.O. Box Number is Not Acceptable)	
83		84 City	
85 Zip Code		FL	
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			
1.1 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.2 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.3 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.4 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.5 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.6 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.7 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.8 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.9 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.10 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.11 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.12 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.13 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.14 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.15 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.16 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.17 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.18 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.19 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.20 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.21 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.22 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.23 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.24 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.25 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.26 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.27 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.28 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.29 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.30 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.31 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.32 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.33 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.34 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.35 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.36 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.37 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.38 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.39 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.40 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.41 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.42 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.43 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.44 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.45 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.46 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.47 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.48 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.49 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.50 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.51 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.52 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.53 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.54 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.55 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.56 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.57 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.58 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.59 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.60 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.61 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.62 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.63 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.64 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.65 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.66 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.67 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.68 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.69 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.70 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.71 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.72 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.73 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.74 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.75 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.76 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.77 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.78 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.79 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.80 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.81 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.82 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.83 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.84 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.85 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.86 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.87 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.88 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.89 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.90 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.91 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.92 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.93 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.94 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.95 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.96 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.97 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.98 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
1.99 TITLE NAME STREET ADDRESS CITY-ST-ZIP			
2.00 TITLE NAME STREET ADDRESS CITY-ST-ZIP			

FILED

99 JAN 29 PM 1:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 03/23/1995	
4. FEI Number 04-3235872	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 the current year Intangible Personal Property Tax <input type="checkbox"/> Yes <input type="checkbox"/> No	
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	
FL	

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

Erica H. Weiss 01/28/99 (202) 778-6150

CR2E034 (11/98)



(L)

ACCOUNT NO. : 072100000032
REFERENCE : 116606 4355031
AUTHORIZATION : *Patricia Pijet*
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: _____