

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT
CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # F95000002342 (2)

1. Corporation Name

MS MSW-II, INC.



Principal Place of Business

Mailing Address

% KEARNY REAL ESTATE COMPANY, L.P.
1999 AVENUE OF THE STARS, SUITE 2000
LOS ANGELES CA 90067

% KEARNY REAL ESTATE COMPANY, L.P.
1999 AVENUE OF THE STARS, SUITE 2000
LOS ANGELES CA 90067

3. Date Incorporated or Qualified

05/12/1995

3a. Date of Last Report

2. Principal Place of Business

2a. Mailing Address

21 C/O Morgan Stanley Real Estate Fund

26 C/O Morgan Stanley Real Estate Fund

4. FEI Number

APPLIED FOR 13-3851548

Applied For

Not Applicable

22 1585 Broadway, 37th Fl.

27 1585 Broadway, 37th Fl.

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

City & State

City & State

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

23 NY, NY

28 NY, NY

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

Zip

Country

24 10036

25 USA

29 10036

30 USA

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

C T CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
PLANTATION FL 33324

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE

P

DELETE

NAME

LEWIS, WILLIAM M JR

STREET ADDRESS

1999 AVENUE OF THE STARS
LOS ANGELES CA 90067

CITY - ST - ZIP

TITLE

V

DELETE

NAME

DONOGHUE, GEOFFREY M

STREET ADDRESS

1999 AVENUE OF THE STARS
LOS ANGELES CA 90067

CITY - ST - ZIP

TITLE

V

DELETE

NAME

HAPPEL, MICHAEL A

STREET ADDRESS

1999 AVENUE OF THE STARS
LOS ANGELES CA 90067

CITY - ST - ZIP

TITLE

V

DELETE

NAME

MALONE, CHRISTIAN B

STREET ADDRESS

1999 AVENUE OF THE STARS
LOS ANGELES CA 90067

CITY - ST - ZIP

TITLE

VS

DELETE

NAME

ROESSLER, RONALD R

STREET ADDRESS

1999 AVENUE OF THE STARS
LOS ANGELES CA 90067

CITY - ST - ZIP

TITLE

T

DELETE

NAME

PILLEPICH, GEORGE M

STREET ADDRESS

1999 AVENUE OF THE STARS
LOS ANGELES CA 90067

CITY - ST - ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE

Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY - ST - ZIP

2.1 TITLE

Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY - ST - ZIP

3.1 TITLE

Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY - ST - ZIP

4.1 TITLE

Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY - ST - ZIP

5.1 TITLE

Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY - ST - ZIP

6.1 TITLE

Change Addition

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY - ST - ZIP

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

RONALD R ROESSLER

VICE PRESIDENT

Date

3/8/96 212 761 7667

Daytime Phone #

CR2E034 (12/95)