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**Apr 15 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 # F96000000587 (3)

1. Corporation Name
EQR-LINCOLN VILLAGE III VISTAS, INC.



Principal Place of Business Mailing Address

**C/O ANN M. SCHNEIDER
2 N. RIVERSIDE PLAZA. #1515
CHICAGO IL 60606**

**C/O ANN M. SCHNEIDER
2 N. RIVERSIDE PLAZA. #1515
CHICAGO IL 60606-2808**

3. Date Incorporated or Qualified **02/05/1996** 3a. Date of Last Report

4. FEI Number **36-3907898** 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 2a. Mailing Address

21. Suite, Apt. #, etc. 26. Suite, Apt. #, etc.

22. City & State 27. City & State

23. Zip Country 28. Zip Country

24. 25. 29. 30.

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
SUITE 105
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 **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 DELETE PD
NAME **LIEBENTRITT, DONALD J**
STREET ADDRESS **2 N. RIVERSIDE PLAZA**
CITY- ST- ZIP **CHICAGO IL 60606**

TITLE DELETE VT
NAME **GREENBERG, ARTHUR A**
STREET ADDRESS **2 N. RIVERSIDE PLAZA**
CITY- ST- ZIP **CHICAGO IL 60606**

TITLE DELETE SD
NAME **PHIPPS, JAMES M**
STREET ADDRESS **2 N. RIVERSIDE PLAZA**
CITY- ST- ZIP **CHICAGO IL 60606**

TITLE DELETE S
NAME **SCHNEIDER, ANN M**
STREET ADDRESS **2 N. RIVERSIDE PLAZA**
CITY- ST- ZIP **CHICAGO IL 60606**

TITLE DELETE S
NAME **KOSFELD, MARLENE C**
STREET ADDRESS **2 N. RIVERSIDE PLAZA**
CITY- ST- ZIP **CHICAGO IL 60606**

TITLE DELETE D
NAME **STEVENS, STANLEY**
STREET ADDRESS **2 N. RIVERSIDE PLAZA**
CITY- ST- ZIP **CHICAGO IL 60606**

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 **VD**

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 **AS**

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY- ST- ZIP

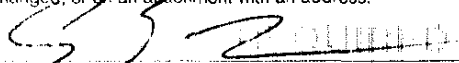
6.1 TITLE Change Addition

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY- ST- ZIP

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:  **Ann M. Schneider** Secretary **4/4/97** **312-466-3607**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)