

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

FILED
Mar 06 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F97000004345 (1)

1. Corporation Name
BERKSHIRE APARTMENTS, INC.

Principal Place of Business

ATTN: LEGAL DEPT
470 ATLANTIC AVE
BOSTON MA 02210

Mailing Address

ATTN: LEGAL DEPT
470 ATLANTIC AVE
BOSTON MA 02210



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 ATTN: G. Martin Suite, Apt. #, etc 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 ATTN: G. Martin Suite, Apt. #, etc 27 City & State 28 Zip 29 Country		3. Date Incorporated or Qualified 08/18/1997	
				4. FEI Number 75-2592519	
				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 or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
9. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525				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

Signature, typed or printed name of registered agent and the applicant

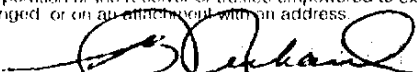
(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KRUPP, DOUGLAS	1.2 NAME	
STREET ADDRESS	470 ATLANTIC AVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA 02210	1.4 CITY-ST-ZIP	
TITLE	PD	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MARSHALL, DAVID	2.2 NAME	
STREET ADDRESS	470 ATLANTIC AVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA 02210	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GERBER, LAURENCE	3.2 NAME	
STREET ADDRESS	470 ATLANTIC AVE	3.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA 02210	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GOLDBERG, CHARLES N	4.2 NAME	
STREET ADDRESS	700 LOUISIANA	4.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77002	4.4 CITY-ST-ZIP	
TITLE	VT	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PRITCHARD, MARIANNE	5.2 NAME	
STREET ADDRESS	470 ATLANTIC AVE	5.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA 02210	5.4 CITY-ST-ZIP	
TITLE	S	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SPELFOGEL, SCOTT D	6.2 NAME	
STREET ADDRESS	470 ATLANTIC AVE	6.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA 02210	6.4 CITY-ST-ZIP	

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:



2/27/98 (617) 423-2233

CR2E034 (10/97)