



THE BERKSHIRE GROUP

F97000004345

Legal Department

VIA FEDERAL EXPRESS

February 11, 2000

Ms. Gretchen Harvey
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Foreign Corporate Withdrawals
Foreign Limited Liability Company Qualifications
Foreign Limited Partnership Amendments
Foreign Limited Partnership Withdrawal

800003134088-0
-02/14/00-01072-001
****175.00 *****35.00

Dear Ms. Harvey:

As discussed, earlier this week, several of our limited partnerships' general partners converted from corporations to limited liability companies. As a result of these conversion it is necessary for the following filings to be done in this order: (i) withdraw the corporations, (ii) qualify the limited liability companies and (iii) amend the limited partnership qualifications. (I also have one limited partnership withdrawal)

Thus, enclosed please find:

1. an application by Foreign Corporation for Withdrawal of Authority to Transact Business or Conduct Affairs in Florida, for the following entities, in duplicate, one to be filed and one to be filed-stamped;

Berkshire Apartments, Inc.
BRI Altamonte-II, Inc.
BRI Newport-II, Inc.

BRI Park Colony-Woodland-II, Inc.
BRI Plantation Colony-II, Inc.

2. a check in the amount of \$175 (\$35 for each filing) to cover the filing fees for the items listed in number one;

3. an application to Register a Foreign Limited Liability Company to Transact Business in the State of Florida, a Certificate of Designation of Registered Agent and a Certificate of Good Standing from Delaware for each of the following entities, in duplicate, one to be filed and one to be filed-stamped;

Berkshire Apartments, L.L.C.
BRH Altamonte-II, L.L.C.

BRH Newport-II, L.L.C.
BRH Plantation Colony-II, L.L.C.

One Beacon Street, Suite 1500
Boston, Massachusetts 02108
Telephone: (617) 523-7722
Fax(Legal Department): (617) 556-1408

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4. a check in the amount of \$500 (\$100 for the qualifications and \$25 for designation of registered agent) for the items listed in number three;

5. a Certificate of Amendment for each of the following entities, in duplicate, one to be filed and one to be filed-stamped;

BRI Altamonte Limited Partnership
BRI Florida Apartments
Limited Partnership

BRI Newport Limited Partnership
BRI OP Limited Partnership
BRI Plantation Colony Limited Partnership

6. a check in the amount of \$262.50 (\$52.50 for each filing) for the items listed in number five;

7. a Certificate of Cancellation for the following entity, in duplicate, one to be filed and one to be filed-stamped;

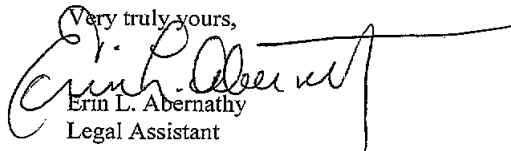
BRI Park Colony-Woodland Limited Partnership

8. a check in the amount of \$52.50 for the item listed in number seven; and

9. a self addressed Federal Express envelope for the return of the filed-stamped documents and any other evidence of filing.

Thank you for overseeing this filing project. Please contact me toll-free at 877/523-7722 extension 8142 should there be any problems.

Very truly yours,



Erin L. Abernathy
Legal Assistant

ELA/mw

Enclosures

cc: Kristin L. Hicks, Esq. (without enclosures)

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TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS
IN FLORIDA

Berkshire Apartments, Inc.

(Name of Corporation)

Delaware

(Incorporated Under Laws Of)

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

c/o The Berkshire Group
One Beacon Street, Suite 1500

(Mailing Address)

Boston, MA 02108 Attn: Legal Department

(City/State/Zip)

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TALLAHASSEE, FLORIDA

The corporation agrees to notify the Department of State in the future of any change in mailing address.

Kristin Hicks

Assistant Secretary

Signature of the chairman or vice chairman of the board,
president, or any officer.

Title

Kristin Hicks

Typed or printed name

2/13/00

Date