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Apr 01 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P04221 (8)
1. Corporation Name
TWO WINTHROP PROPERTIES, INC.



Principal Place of Business C/O WINTHROP FINANCIAL CORPORATION ONE INTERNATIONAL PLACE BOSTON MA 02110	Mailing Address ONE INTERNATIONAL PLACE 12TH BOSTON MA 02110-2602 US
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3. Date Incorporated or Qualified 11/30/1984	3a. Date of Last Report 04/14/1996
4. FEI Number 04-2782020	Applied For <input type="checkbox"/> 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21. Suite, Apt. #, etc. 22. City & State 23. Zip 24. Country	2a. Mailing Address 26. Suite, Apt. #, etc. 27. City & State 28. Zip 29. Country
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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 85. Zip Code FL
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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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P MC CREADY, RICHARD J 12 VALENTINE ST WEST NEWTON MA <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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 in an attachment with an address.

SIGNATURE: _____ 3/20/97 67-330-8600
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0000158

Directors and Officers
Two Winthrop Properties, Inc.

Michael L. Ashner **Director**
Effective : 01/15/1996
Primary : 2 Bridle Ct.
Address : Oyster Cove Bay, NY 11771

Michael L. Ashner
Effective : 01/15/1996
Primary : 2 Bridle Ct.
Address : Oyster Cove Bay, NY 11771

Chairman

Chief Executive Officer

Effective : 01/15/1996
Primary : 2 Bridle Ct.
Address : Oyster Cove Bay, NY 11771

Richard J. McCready Chief Operating Officer
Effective : 07/14/1995
Primary : 12 Valentine Street
Address : West Newton, MA 02165

Effective : 07/14/1995
Primary : 12 Valentine Street
Address : West Newton, MA 02165

Jeffrey D. Furber Executive Vice President and
Clerk

Effective : 01/15/1996
Primary : 8 Nantucket Road
Address : Wellesley, MA 02181

Edward V. Williams

Effective : 04/30/1996
Primary : 315 Stone Mill Trail
Address : Atlanta, GA 30328

Chief Financial Officer, Vice President, Treasurer

Peter A. Braverman Senior Vice President
Effective : 01/15/1996
Primary : 333 West End Avenue, Apt. 1A
Address : New York, NY 10023

Stephen Bonifield Vice President
Effective : 01/15/1996
Primary : 2015 Brockton Close
Address : Marietta, GA 30068

Carol J.C. Mills Vice President
Effective : 01/15/1996
Primary : 16 Elm Street
Address : Wellesley, MA 02181

Nat Ruccolo Vice President

Effective : 01/15/1996
Primary : 5 Pocahontas Way
Address : Lynnfield, MA 01940

Thomas C. Staples
Effective : 01/15/1996
Primary : 975 Summer Street
Address : Stoughton, MA 02072

Vice President

Carolyn B. Tiffany
Effective : 01/15/1996
Primary : 6 Bunker Hill Ct.
Address : Charlestown, MA 02129

Vice President

Dayna A. DeMarco
Effective : 01/15/1996
Primary : 9 Rutledge Street
Address : West Roxbury, MA 02132

Assistant Clerk

Amy R. Johnson
Effective : 01/15/1996
Primary : 45 Murray Road
Address : Newton, MA 02165

Assistant Clerk