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**Mar 28 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P04503 (9)
1. Corporation Name
WINTHROP AGRICULTURAL MANAGEMENT II, INC.



Principal Place of Business
**ONE INTERNATIONAL PLACE
BOSTON MA 02110**

Mailing Address
**ONE INTERNATIONAL PLACE
12TH FLOOR
BOSTON MA 02110-2609
US**

3. Date Incorporated or Qualified 12/27/1984	3a. Date of Last Report 04/14/1996
4. FEI Number 04-2846400	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	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	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	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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	P <input type="checkbox"/> DELETE
NAME	MCCREADY, RICHARD J
STREET ADDRESS	12 VALENTINE ST
CITY - ST - ZIP	WEST NEWTON MA
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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: _____ **REQUIRED** **3/20/97** **617-330-8600**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 6060145

CR2E034 (9/96)

03/20/1997

Directors and Officers
Winthrop Agricultural Management II, Inc.

DIRECTORS:

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

OFFICERS:

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

Effective : 01/15/1996 Chief Executive Officer
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 President
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 Chief Financial Officer, Vice
President, Treasurer
Effective : 04/30/1996
Primary : 315 Stone Mill Trail
Address : Atlanta, GA 30328

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 Vice President
Effective : 01/15/1996
Primary : 975 Summer Street
Address : Stoughton, MA 02072

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

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

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