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May 26 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # P23448 (4)
1. Corporation Name
METROPOLE OF MASSACHUSETTS, INC.

Principal Place of Business: ONE BOSTON PLACE, 2100, BOSTON MA 02108, US
Mailing Address: ONE BOSTON PLACE, 2100, BOSTON MA 02108-4406, US

2. Principal Place of Business (21) Suite, Apt. #, etc. (22) City & State (23) Zip (24) Country (25)
2a. Mailing Address (26) Suite, Apt. #, etc. (27) City & State (28) Zip (29) Country (30)

3. Date Incorporated or Qualified: 03/16/1989
3a. Date of Last Report: 05/01/1997
4. FEI Number: 04-3051441
Applied For: Not Applicable
6. 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

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
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: Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	Vice President/Director
NAME	COLLINS, CHRISTOPHER W	1.2 NAME	Christopher W. Collins
STREET ADDRESS	72 HARBOR ST.	1.3 STREET ADDRESS	72 Harbor Street
CITY-ST-ZIP	MANCHESTER MA	1.4 CITY-ST-ZIP	Manchester, MA
TITLE	D	2.1 TITLE	President/Director
NAME	MANNING, JOHN P	2.2 NAME	John P. Manning
STREET ADDRESS	ONE BOSTON PLACE, STE. 2100	2.3 STREET ADDRESS	One Boston Place, Suite 2100
CITY-ST-ZIP	BOSTON MA	2.4 CITY-ST-ZIP	Boston, MA 02108
TITLE	S	3.1 TITLE	S
NAME	NICKAS, ANTHONY A	3.2 NAME	Anthony A Nickas
STREET ADDRESS	10 KENNEL HILL DR.	3.3 STREET ADDRESS	20 OLD PLANTERS ROAD
CITY-ST-ZIP	BEVERLY MA	3.4 CITY-ST-ZIP	BEVERLY, MA
TITLE	T	4.1 TITLE	T
NAME	NICKAS, ANTHONY A	4.2 NAME	Anthony A. Nickas
STREET ADDRESS	10 KENNEL HILL DR.	4.3 STREET ADDRESS	20 OLD PLANTERS ROAD
CITY-ST-ZIP	BEVERLY MA	4.4 CITY-ST-ZIP	BEVERLY, MA
TITLE	D	5.1 TITLE	
NAME	COLLINS, HERBERT F	5.2 NAME	
STREET ADDRESS	EDGEMOOR ROAD	5.3 STREET ADDRESS	
CITY-ST-ZIP	GLOUCESTER MA	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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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 an agent) or on an attachment with an address.

SIGNATURE: [Signature] 4/30/98 617-124-8900