

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

000001

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P30543
1. Corporation Name
BERKSHIRE MORTGAGE FINANCE CORPORATION

Principal Place of Business 470 ATLANTIC AVENUE BOSTON MA 02210	Mailing Address 470 ATLANTIC AVENUE BOSTON MA 02210
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2. Principal Place of Business	2a. Mailing Address
21 One Beacon Street Suite, Apt. #, etc.	26 One Beacon Street Suite, Apt. #, etc.
22 Suite 1500, Tax Dept City & State	27 Suite 1500 Tax Dept City & State
23 Boston, MA 02108 Zip Country	28 Boston, MA 02108 Zip Country
24	29

9. Name and Address of Current Registered Agent	81 Name
THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301	82 Street Address (P.O. Box Number is Not Acceptable)
	83 City

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 reappointing)

DATE

12. OFFICERS AND DIRECTORS		
TITLE	PD	[] DELETE
NAME	DONOVAN, PETER	
STREET ADDRESS	265 FAR REACH RD	
CITY-ST-ZIP	WESTWOOD MA 02090	
TITLE	V	[] DELETE
NAME	HALPERN, RONALD	
STREET ADDRESS	52 JUNIPER ROAD	
CITY-ST-ZIP	ANDOVER MA	
TITLE	S	[] DELETE
NAME	SPELFOGER, SCOTT D	
STREET ADDRESS	27 SENTRY HILL RD	
CITY-ST-ZIP	SHARON MA 02087	
TITLE	AT	[] DELETE
NAME	UMANZIO, CLAIRE	
STREET ADDRESS	44 CONCORD AVENUE	
CITY-ST-ZIP	CAMBRIDGE MA	
TITLE	D	[] DELETE
NAME	KRUPP, DOUGLAS	
STREET ADDRESS	33 WACHUSETT ROAD	
CITY-ST-ZIP	WELLESLEY MA	
TITLE	D	[] DELETE
NAME	KRUPP, GEORGE	
STREET ADDRESS	7 WOODCHESTER DRIVE	
CITY-ST-ZIP	NEWTON MA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
11 TITLE	P	[X] Change [] Addition
12 NAME	Ronald Halpern	
13 STREET ADDRESS	52 Juniper Road	
14 CITY-ST-ZIP	Andover, MA	
21 TITLE	V	[X] Change [] Addition
22 NAME	Paul Donahue	
23 STREET ADDRESS	One Beacon Street, Suite 1500	
24 CITY-ST-ZIP	Boston, MA 02108	
31 TITLE		[] Change [] Addition
32 NAME		
33 STREET ADDRESS		
34 CITY-ST-ZIP		
41 TITLE		[] Change [] Addition
42 NAME		
43 STREET ADDRESS		
44 CITY-ST-ZIP		
51 TITLE		[] Change [] Addition
52 NAME		
53 STREET ADDRESS		
54 CITY-ST-ZIP		
61 TITLE		[] Change [] Addition
62 NAME		
63 STREET ADDRESS		
64 CITY-ST-ZIP		

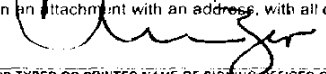
FILED
99 MAR 15 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 08/09/1990	Applied For Not Applicable
4. FEI Number 04-2985682	\$8.75 Additional Fee Required
5. Certificate of Status Desired []	\$5.00 May Be Added to Fees
6. Election Campaign Financing Trust Fund Contribution []	
8. This corporation owes the current year Intangible Personal Property Tax [] Yes [] No	
10. Name and Address of New Registered Agent	

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-03/23/99--01010--018
****150.00
FL Zip Code

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, with all other like empowered.

SIGNATURE: 
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

File No. _____
Daytime Phone # _____

CR2E034 (11/98)