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Apr 28 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 # P33654 (5)
1. Corporation Name
BEAR STEARNS REALTY PARTNERS CORPORATION



Principal Place of Business 245 PARK AVE SUITE 500 NEW YORK NY 10167 US		Mailing Address 115 S. JEFFERSON ROAD ATTN: NANCY LOPEZ WHIPPANY NJ 07981-1029 US	
2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 04/22/1991	3a. Date of Last Report 04/30/1996
21. State, Apt. #, etc.	26. State, Apt. #, etc.	4. FEI Number 13-3542026	Applied For Not Applicable
22. City & State	27. City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24. Country	29. Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

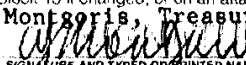
9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		10. Name and Address of New Registered Agent	
		81. Name	
		82. Street Address (P.O. Box Number is Not Acceptable)	
		83.	
		84. City	FL 85. Zip Code

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 _____ (NOTE: Registered Agent's 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	CD RUBIN, MILTON B. 245 PARK AVENUE NEW YORK NY <input checked="" type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	CD Donalda L. Fordyce 245 Park Avenue New York, NY 10167 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D HAYDEN, WILLIAM H. 245 PARK AVE NEW YORK NY <input checked="" type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	D Thomas M. Flexner 245 Park Avenue New York, NY 10167 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DP ROSE, RALPH W. 245 PARK AVE NEW YORK NY <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	DC00 Gerald R. Cummins 575 Lexington Avenue New York, NY 10022 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VD FOX, PETER B. THREE FIRST NATIONAL PLAZA CHICAGO IL <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	EVD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	S LEHMAN, MARK E. 845 PARK AVENUE NEW YORK NY <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	T MONTGORIS, WILLIAM J. 245 PARK AVENUE NEW YORK NY <input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	100002157691 -04/29/97--01019--020 ***165.00

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.

William J. Montgoris, Treasurer
SIGNATURE:  REQUIRED
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4-16-97
Date

212
272-2000
Daytime Phone

0003345

CR2E034 (9/96)