


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

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**Feb 09 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P35995 (0)
1. Corporation Name
ONE INTERNATIONAL, INC.



Principal Place of Business C/O WINTHROP FINANCIAL ASSOCIATES. AN L.P. ONE INTERNATIONAL PLACE BOSTON MA 02110	Mailing Address ONE INTERNATIONAL PLACE 12TH FLOOR BOSTON MA 02110 US
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 10/21/1991		4. FEI Number 04-3130027		Applied For <input type="checkbox"/>	Not Applicable <input type="checkbox"/>
2. Principal Place of Business 21 c/o First Winthrop Corp.	2a. Mailing Address 26 Same As Principal	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
22 Five Cambridge Center 9th Fl	27 Cambridge, MA	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
23 Cambridge, MA	28 Cambridge, MA	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.		<input type="checkbox"/> Yes <input type="checkbox"/> No	
24 02142	25 US	29 02142	30 US		

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	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 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		

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	See Attached Sheet
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 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: **Peter Braverman** Vice President (516) 681-3636

CR2E034 (10/97)

ONE INTERNATIONAL INC.

OFFICERS:

CHIEF EXECUTIVE OFFICER
CHIEF OPERATING OFFICER/PRESIDENT
SENIOR VICE PRESIDENT
CHIEF FINANCIAL OFFICER
VICE PRESIDENT/SECRETARY
VICE PRESIDENT
VICE PRESIDENT
TREASURER

MICHAEL ASHNER
RICHARD J. MCCREADY
PETER BRAVERMAN
ED WILLIAMS
CAROLYN TIFFANY
LARA SWEENEY
STEPHEN BONIFIELD
TOM STAPLES

** All officers have an address c/o

FIRST WINTHROP CORPORATION
5 CAMBRIDGE CENTER
9TH FLOOR
CAMBRIDGE, MA 02142

DIRECTORS:

MICHAEL ASHNER
c/o FIRST WINTHROP CORPORATION
5 CAMBRIDGE CENTER
9TH FLOOR
CAMBRIDGE, MA 02142