

2006 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT# P37876

FILED
Jul 27, 2006
Secretary of State

Entity Name: M.D. SASS REALTY CORP. II

Current Principal Place of Business:

% REAL ESTATE CAPITAL PARTNERS
1185 AVE OF THE AMERICAS
NEW YORK, NY 10036 US

New Principal Place of Business:

% REAL ESTATE CAPITAL PARTNERS
114 W. 47TH ST., 23RD FLOOR
NEW YORK, NY 10036 US

Current Mailing Address:

% REAL ESTATE CAPITAL PARTNERS
1185 AVE OF THE AMERICAS
NEW YORK, NY 10036 US

New Mailing Address:

% REAL ESTATE CAPITAL PARTNERS
114 W. 47TH ST., 23RD FLOOR
NEW YORK, NY 10036 US

FEI Number: 13-3650454

FEI Number Applied For ()

FEI Number Not Applicable ()

Certificate of Status Desired ()

Name and Address of Current Registered Agent:

THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE, FL 32301 US

Name and Address of New Registered Agent:

THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE: DEBORAH D. SKIPPER

07/27/2006

Electronic Signature of Registered Agent

Date

In accordance with s. 607.193(2)(b), F.S., the corporation did not receive the prior notice.

Election Campaign Financing Trust Fund Contribution ()

OFFICERS AND DIRECTORS:

Title: C () Delete
Name: SASS, MARTIN D.,
Address: 1185 AVE OF THE AMERICAS
City-St-Zip: NEW YORK, NY

Title: DP () Delete
Name: KINNEY, ROBERT L.,
Address: 1185 AVE OF THE AMERICAS
City-St-Zip: NEW YORK, NY

Title: DV () Delete
Name: SHEWER, KARIN E.,
Address: 1185 AVE OF THE AMERICAS
City-St-Zip: NEW YORK, NY

Title: DV (X) Delete
Name: LAMLE, HUGH R.,
Address: 1185 AVE OF THE AMERICAS
City-St-Zip: NEW YORK, NY

Title: S () Delete
Name: MCGEE, ROBERT J.,
Address: 1185 AVE OF THE AMERICAS
City-St-Zip: NEW YORK, NY

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: C (X) Change () Addition
Name: KINNEY, ROBERT L.
Address: 114 W. 47TH ST., 23RD FLOOR
City-St-Zip: NEW YORK, NY 10036

Title: VP (X) Change () Addition
Name: DOOCY, PAUL J.
Address: 114 W. 47TH ST., 23RD FLOOR
City-St-Zip: NEW YORK, NY 10036

Title: P (X) Change () Addition
Name: SHEWER, KARIN E.
Address: 114 W. 47TH ST., 23RD FLOOR
City-St-Zip: NEW YORK, NY 10036

Title: () Change () Addition
Name:
Address:
City-St-Zip:

Title: S (X) Change () Addition
Name: MCGEE, ROBERT J.,
Address: 114 W. 47TH ST., 23RD FLOOR
City-St-Zip: NEW YORK, NY 10036

I hereby certify that the information supplied with this filing does not qualify for the for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic 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 above, or on an attachment with an address, with all other like empowered.

SIGNATURE: KARIN E. SHEWER

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07/27/2006

Electronic Signature of Signing Officer or Director

Date