


# 2006 FOR PROFIT CORPORATION ANNUAL REPORT

**FILED**  
**Sep 06, 2006 8:00 am**  
**Secretary of State**

09-06-2006 90033 005 \*\*\*150.00

<b>DOCUMENT # P37876</b>	
1. Entity Name <b>M.D. SASS REALTY CORP. II</b>	

Principal Place of Business <b>% REAL ESTATE CAPITAL PARTNERS 1185 AVE OF THE AMERICAS NEW YORK, NY 10036 US</b>	Mailing Address <b>% REAL ESTATE CAPITAL PARTNERS 1185 AVE OF THE AMERICAS NEW YORK, NY 10036 US</b>
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2. Principal Place of Business <b>Real Estate Capital Partners, L.P.</b>	3. Mailing Address <b>Real Estate Capital Partners, L.P.</b>
Suite, Apt. #, etc. <b>114 West 47<sup>th</sup> Street, 23<sup>rd</sup> Floor</b>	Suite, Apt. #, etc. <b>114 West 47<sup>th</sup> Street, 23<sup>rd</sup> Floor</b>
City & State <b>New York, N.Y.</b>	City & State <b>New York, N.Y.</b>
Zip <b>10036-1508</b>	Country <b>10036-1508</b>

07062006 Chg-P CR2E034 (11/05)

4. FEI Number <b>13-3650454</b>	Applied For <input type="checkbox"/> Not Applicable
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5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
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6. Name and Address of Current Registered Agent <b>THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE, FL 32301</b>
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7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City <b>FL</b> Zip Code
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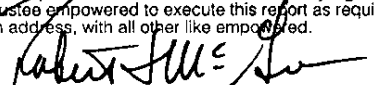
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

SIGNATURE \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

<b>FILE NOW!!! FEB IS \$150.00 Due by September 6, 2006</b>	9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> <b>\$5.00</b> May Be Added to Fees	In accordance with s. 607.193(2)(b), F.S., the corporation did not receive the prior notice.
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10. OFFICERS AND DIRECTORS		11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	C SASS, MARTIN D. 1185 AVE OF THE AMERICAS NEW YORK, NY <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>Chairman - Kinney, Robert L.</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition <b>114 W. 47<sup>th</sup> Street, 23<sup>rd</sup> Flr New York, N.Y. 10036</b>
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DP KINNEY, ROBERT L. 1185 AVE OF THE AMERICAS NEW YORK, NY <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>President - Karin E. Shewer</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition <b>114 W. 47<sup>th</sup> Street, 23<sup>rd</sup> Flr New York, N.Y. 10036</b>
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DV SHEWER, KARIN E. 1185 AVE OF THE AMERICAS NEW YORK, NY <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>Vice President - Doocy, Paul J.</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition <b>114 W. 47<sup>th</sup> Street, 23<sup>rd</sup> Flr New York, N.Y. 10036</b>
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DV LAMLE, HUGH R. 1185 AVE OF THE AMERICAS NEW YORK, NY <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<b>ST - McGee, Robert J.</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition <b>114 W. 47<sup>th</sup> Street, 23<sup>rd</sup> Flr New York, N.Y. 10036</b>
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S MCGEE, ROBERT J. 1185 AVE OF THE AMERICAS NEW YORK, NY <input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental reports 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

**SIGNATURE:**  **8/31/06** **212-655-4313**  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #