

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

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
Apr 01 1997 8:00am
Secretary of State

DOCUMENT # P39102 (9)

1. Corporation Name
THREE WINTHROP PROPERTIES, INC.

Principal Place of Business

C/O WINTHROP FINANCIAL ASSOCIATES
ONE INTERNATIONAL PLACE
BOSTON MA 02110

Mailing Address

ONE INTERNATIONAL PLACE
12TH FLOOR
BOSTON MA 02110-2609
US



3. Date Incorporated or Qualified

06/03/1992

3a. Date of Last Report

04/14/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

30 Country

4. FEI Number

04-2824335

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fees Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

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

Signature, typed or printed name of registered agent and title, if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE P
NAME MCCREADY, RICHARD J
STREET ADDRESS 12 VALENTINE ST
CITY-ST-ZIP WEST NEWTON MA

DELETE

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

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CITY-ST-ZIP

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE Change Addition

12 NAME

13 STREET ADDRESS

14 CITY-ST-ZIP

21 TITLE Change Addition

22 NAME

23 STREET ADDRESS

24 CITY-ST-ZIP

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

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.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/20/97

617-330-800

Daytime Phone # 0000162

CR2E034 (9/96)

Directors and Officers
Three Winthrop Properties, Inc.

Michael L. Ashner Director
Effective : 01/15/1996
Primary : 2 Bridle Ct.
Address : Oyster Cove Bay, NY 11771

Michael L. Ashner Chairman
Effective : 01/15/1996
Primary : 2 Bridle Ct.
Address : Oyster Cove Bay, NY 11771

Chief Executive Officer
Effective : 01/15/1996
Primary : 2 Bridle Ct.
Address : Oyster Cove Bay, NY 11771

Richard J. McCready Chief Operating Officer
Effective : 07/14/1995
Primary : 12 Valentine Street
Address : West Newton, MA 02165

Effective : 07/14/1995
Primary : 12 Valentine Street
Address : West Newton, MA 02165

Jeffrey D. Furber
Clerk

Effective : 01/15/1996
Primary : 8 Nantucket Road
Address : Wellesley, MA 02181

Executive Vice President and

Edward V. Williams Chief Financial Officer, Vice
President, Treasurer

Effective : 04/30/1996
Primary : 315 Stone Mill Trail
Address : Atlanta, GA 30328

Peter A. Braverman Senior Vice President
Effective : 01/15/1996
Primary : 333 West End Avenue, Apt. 1A
Address : New York, NY 10023

Stephen Bonifield Vice President
Effective : 01/15/1996
Primary : 2015 Brockton Close
Address : Marietta, GA 30068

Carol J.C. Mills Vice President
Effective : 01/15/1996
Primary : 16 Elm Street
Address : Wellesley, MA 02181

Janine R. Padia Vice President

Effective : 01/03/1995
Primary : None given.
Address :

Nat Ruccolo Vice President
Effective : 01/15/1996
Primary : 5 Pocahontas Way
Address : Lynnfield, MA 01940

Thomas C. Staples Vice President
Effective : 01/15/1996
Primary : 975 Summer Street
Address : Stoughton, MA 02072

Carolyn B. Tiffany Vice President
Effective : 01/15/1996
Primary : 6 Bunker Hill Ct.
Address : Charlestown, MA 02129

Henry Wyner Vice President
Effective : 03/01/1991
Primary : 43 Bubbling Brook Rd.
Address : Walpole, MA 02081

Dayna A. DeMarco Assistant Clerk
Effective : 01/15/1996
Primary : 9 Rutledge Street
Address : West Roxbury, MA 02132

Amy R. Johnson Assistant Clerk
Effective : 01/15/1996
Primary : 45 Murray Road
Address : Newton, MA 02165