

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

**FILED**  
**Mar 22, 1999 8:00 am**  
**Secretary of State**

03-22-1999 90057 026 \*\*\*150.00

|                                              |                                                                                   |                                                                                                          |
|----------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| <b>PROFIT CORPORATION ANNUAL REPORT 1999</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Katherine Harris</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|----------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|

**DOCUMENT # P39102**

1. Corporation Name  
**THREE WINTHROP PROPERTIES, INC.**

|                                                                                                                               |                                                                                                             |
|-------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|
| Principal Place of Business<br>C/O FIRST WINTHROP CORPORATION<br>FIVE CAMBRIDGE CENTER, 9TH FLOOR<br>CAMBRIDGE MA 02142<br>US | Mailing Address<br>C/O FIRST WINTHROP CORP.<br>FIVE CAMBRIDGE CENTER, 9TH FLOOR<br>CAMBRIDGE MA 02142<br>US |
|-------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|

DO NOT WRITE IN THIS SPACE

|                                |         |                     |         |                                                                                                                                      |  |
|--------------------------------|---------|---------------------|---------|--------------------------------------------------------------------------------------------------------------------------------------|--|
| 2. Principal Place of Business |         | 2a. Mailing Address |         | 3. Date Incorporated or Qualified<br><b>06/03/1992</b>                                                                               |  |
| 21                             |         | 26                  |         | 4. FEI Number<br><b>04-2824335</b>                                                                                                   |  |
| Suite, Apt. #, etc.            |         | Suite, Apt. #, etc. |         | 5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>                                      |  |
| 22                             |         | 27                  |         | 6. Election Campaign Financing <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>                                           |  |
| City & State                   |         | City & State        |         | 8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No |  |
| 23                             |         | 28                  |         |                                                                                                                                      |  |
| Zip                            | Country | Zip                 | Country |                                                                                                                                      |  |
| 24                             |         | 29                  |         |                                                                                                                                      |  |

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

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

|    |                                                    |
|----|----------------------------------------------------|
| 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 |                               | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 |                                                                   |
|----------------------------|-------------------------------|-------------------------------------------------------|-------------------------------------------------------------------|
| TITLE                      | DPCO                          | 1.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | MCCREADY, RICHARD J           | 1.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 5 CAMBRIDGE CENTER, 9TH FLOOR | 1.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | CAMBRIDGE MA 02142            | 1.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | DCEO                          | 2.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | ASHNER, MICHAEL               | 2.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 5 CAMBRIDGE CENTER, 9TH FLOOR | 2.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | CAMBRIDGE MA 02142            | 2.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | DSVP                          | 3.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | BRAVERMAN, PETER              | 3.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 5 CAMBRIDGE CENTER, 9TH FLOOR | 3.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | CAMBRIDGE MA 02142            | 3.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | CFO                           | 4.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | WILLIAMS, ED                  | 4.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 5 CAMBRIDGE CENTER, 9TH FLOOR | 4.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | CAMBRIDGE MA 02142            | 4.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | VPS                           | 5.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | TIFFANY, CAROLYN              | 5.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 5 CAMBRIDGE CENTER, 9TH FLOOR | 5.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | CAMBRIDGE MA 02142            | 5.4 CITY-ST-ZIP                                       |                                                                   |
| TITLE                      | TR                            | 6.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | STAPLES, TOM                  | 6.2 NAME                                              |                                                                   |
| STREET ADDRESS             | 5 CAMBRIDGE CENTER, 9TH FLOOR | 6.3 STREET ADDRESS                                    |                                                                   |
| CITY-ST-ZIP                | CAMBRIDGE MA 02142            | 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, with all other like empowered.

SIGNATURE:

*Alison F. M... (Signature)*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

*1/15/99 (574) 681-3636 (Date and Phone)*

CR2E034 (1/98)

247699-90057-26  
P39102

THREE WINTHROP PROPERTIES, INC.

OFFICERS:

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

MICHAEL ASHNER  
PETER BRAVERMAN  
TOM STAPLES

CAROLYN TIFFANY  
LARA SWEENEY JOHNSON  
STEPHEN BONIFIELD  
JOHN D. ALBA  
DAYNA DEMARCO  
AMY GRUCAN  
ALLISON FORRESTER  
JOHN GARILLI  
HOLLY LOOSE  
DAVID BULLOCK

\*\* All officers have an address c/o

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

VICE PRESIDENT - RESIDENTIAL

PAT FOYE  
10 MAPLE STREET  
PORT WASHINGTON, NY 11050

DIRECTORS:

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

PETER BRAVERMAN  
c/o FIRST WINTHROP CORPORATION  
FIVE CAMBRIDGE CENTER  
9TH FLOOR  
CAMBRIDGE, MA 02142

PAT FOYE  
10 MAPLE STREET  
PORT WASHINGTON, NY 11050