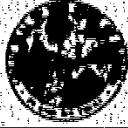


FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

**CORPORATION
ANNUAL REPORT
1995**



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

**APPROVED
AND
FILED**

95 MAY - 1 PM 4:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # F93000001169 (2)

1. Corporation Name
NEWBURY PLACE, INC.

Principal Place of Business Mailing Address
**11403 CRONHILL DR., SUITE H
OWINGS MILLS MD 21117**

DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified **03/02/1993** 3a. Date of Last Report **07/05/1994**

2. Principal Place of Business 2a. Mailing Address
21 Suite, Apt. #, etc. 27 Suite, Apt. #, etc.
22 City & State 28 City & State
23 Zip 29 Country 30 Country

4. FEI Number **52-1643275** Applied For Not Applicable
5. Certificate of Status Desired **\$8.75** Additional Fee 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. 100.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
**GIGER, MARVIN
8767 GRANDEE DRIVE
ORLANDO FL 32829**

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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when resigning)

12. OFFICERS AND DIRECTORS	
TITLE	P
NAME	DAVIS, BARRY M
STREET ADDRESS	1700 YORK AVENUE
CITY - ST - ZIP	NEW YORK NY 10028
TITLE	VP
NAME	GAMAR, PETER D
STREET ADDRESS	1700 YORK AVENUE
CITY - ST - ZIP	NEW YORK NY 10028
TITLE	S
NAME	MCCULLY, JOANNE E
STREET ADDRESS	11403 CRONHILL DR., SUITE H
CITY - ST - ZIP	OWINGS MILLS MD 21117
TITLE	T
NAME	ORLOVE, WILLIAM K
STREET ADDRESS	11403 CRONHILL DR., SUITE H
CITY - ST - ZIP	OWINGS MILLS MD 21117
TITLE	
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	
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	
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 do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(3)(b), 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 addition.

SIGNATURE: [Signature] [Typed Name] [Date] [Signature]
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR