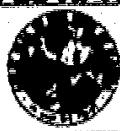


FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

CORPORATION
ANNUAL REPORT
1995



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

APPROVED
AND
FILED

95 APR 24 AM 10:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # F94000001265 (7)

1. Corporation Name

BRI NEWPORT, INC.

Principal Place of Business % THE BERKSHIRE GROUP 470 ATLANTIC AVE. BOSTON MA 02210		Mailing Address % THE BERKSHIRE GROUP 470 ATLANTIC AVE. BOSTON MA 02210		DO NOT WRITE IN THIS SPACE			
2. Principal Place of Business 21		2a. Mailing Address 26		3. Date Incorporated or Qualified 03/14/1994		3a. Date of Last Report	
Suite, Apt. #, etc. 22		Suite, Apt. #, etc. 27		4. FEI Number 01-3226000		Applied For Not Applicable	
City & State 23		City & State 28		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
Zip 24	Country 25	Zip 29	Country 30	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
7. This corporation has liability for intangible tax under S. 199.022 Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No				8. Name and Address of Current Registered Agent			
THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS ST., STE. 105 TALLAHASSEE FL 32301				9. 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 is required when changing)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	D GOLDMAN, LINDA 1048 HIGHLAND AVE. NEEDHAM MA 02194	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME		1.2 NAME			
STREET ADDRESS		1.3 STREET ADDRESS			
CITY - ST - ZIP		1.4 CITY - ST - ZIP			
TITLE	DP GERBER, LAURENCE 470 ATLANTIC AVE. BOSTON MA 02210	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME		2.2 NAME			
STREET ADDRESS		2.3 STREET ADDRESS			
CITY - ST - ZIP		2.4 CITY - ST - ZIP			
TITLE	VT APESECHE, FRANK 470 ATLANTIC AVE. BOSTON MA 02210	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME		3.2 NAME			
STREET ADDRESS		3.3 STREET ADDRESS			
CITY - ST - ZIP		3.4 CITY - ST - ZIP			
TITLE	S MOSKOWITZ, DAVID 470 ATLANTIC AVE. BOSTON MA 02210	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME		4.2 NAME			
STREET ADDRESS		4.3 STREET ADDRESS			
CITY - ST - ZIP		4.4 CITY - ST - ZIP			
TITLE	AT Marianne Pritchard 470 Atlantic Avenue Boston, MA 02210	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME		5.2 NAME			
STREET ADDRESS		5.3 STREET ADDRESS			
CITY - ST - ZIP		5.4 CITY - ST - ZIP			
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition		
NAME		6.2 NAME			
STREET ADDRESS		6.3 STREET ADDRESS			
CITY - ST - ZIP		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)(k), 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: *Marianne Pritchard*

Marianne Pritchard 4/18/95

Date

Daytime Phone #

0000000 CP