FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

PROFIT CORPORATION ANNUAL REPORT

1996

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

DOCUMENT # **F95000001287 (0)**

1. Corporation Name
BRI NEWPORT-II, INC.

Principal Place of Business	Mailing Address
C/O THE BERKSHIRE GROUP- ATTN: LEGAL DEPT 470 ATLANTIC AVENUE BOSTON MA 02210	C/O THE BERKSHIRE GROUP- ATTN: LEGAL DEPT 470 ATLANTIC AVENUE BOSTON MA 02210

3. Date Incorporated or Qualified: 03/17/1995
3a. Date of Last Report:

2. Principal Place of Business (21): Suite, Apt. #, etc. (22): City & State (23): Zip (24): Country (25)

2a. Mailing Address (26): Suite, Apt. #, etc. (27): City & State (28): Zip (29): Country (30)

4. FEI Number: APPLIED FOR 59-3307883 ☐ 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. 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's signature required when reinstating — DATE

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	PD GERBER, LAURENCE 470 ATLANTIC AVENUE BOSTON MA 02210	☐ DELETE	1.1 TITLE / 1.2 NAME / 1.3 STREET ADDRESS / 1.4 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	VT MARSHALL, DAVID F 470 ATLANTIC AVENUE BOSTON MA 02210	☐ DELETE	2.1 TITLE / 2.2 NAME / 2.3 STREET ADDRESS / 2.4 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	S MOSKOWITZ, DAVID 470 ATLANTIC AVENUE BOSTON MA 02210	☐ DELETE	3.1 TITLE / 3.2 NAME / 3.3 STREET ADDRESS / 3.4 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	D ROSKIND, E. ROBERT THE LCP GROUP/355 LEXINGTON AVENUE NEW YORK NY 10017	☐ DELETE	4.1 TITLE / 4.2 NAME / 4.3 STREET ADDRESS / 4.4 CITY-ST-ZIP	☐ Change ☐ Addition
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	COB KRUPP, GEORGE 470 ATLANTIC AVENUE BOSTON MA 02210	☐ DELETE	5.1 TITLE / 5.2 NAME / 5.3 STREET ADDRESS / 5.4 CITY-ST-ZIP	☐ Change ☐ Addition 400001872684 -06/24/96--01024--001 ***200.00
TITLE / NAME / STREET ADDRESS / CITY-ST-ZIP	AT PRITCHARD, MARIANNE 470 ATLANTIC AVENUE BOSTON MA 02210	☐ DELETE	6.1 TITLE / 6.2 NAME / 6.3 STREET ADDRESS / 6.4 CITY-ST-ZIP	☐ Change ☐ Addition COB 5-1-96

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 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: Marianne Pritchard — Marianne Pritchard
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

APR 30 1996
Date — Daytime Phone #

CR2E034 (12/95)