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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



PROFIT
CORPORATION
ANNUAL REPORT
1996



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

DOCUMENT # P09816 (0)

1. Corporation Name

NME NEW BEGINNINGS - WESTERN, INC.

Principal Place of Business

2700 COLORADO AVE
LEGAL DEPT
SANTA MONICA CA 90404

Mailing Address

2700 COLORADO AVE
LEGAL DEPT
SANTA MONICA CA 90404

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

9. Name and Address of Current Registered Agent

3. Date Incorporated or Qualified
04/17/1986

3a. Date of Last Report
04/27/1995

4. FEI Number

52-1286348

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

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

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 the if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

TITLE	P	FOCHT, MICHAEL H SR	2700 COLORADO AVE SANTA MONICA CA 90404
NAME			
STREET ADDRESS			
CITY-ST-ZIP			
TITLE	EVP	LICO, VINCENT J	2700 COLORADO AVE SANTA MONICA CA 90404
NAME			
STREET ADDRESS			
CITY-ST-ZIP			
TITLE	SD	BROWN, SCOTT M	2700 COLORADO AVE SANTA MONICA CA 90404
NAME			
STREET ADDRESS			
CITY-ST-ZIP			
TITLE	CFO	MATHIASSEN, RAYMOND L	2700 COLORADO AVE SANTA MONICA CA 90404
NAME			
STREET ADDRESS			
CITY-ST-ZIP			
TITLE	AS	SILVER, RICHARD B	2700 COLORADO AVE SANTA MONICA CA 90404
NAME			
STREET ADDRESS			
CITY-ST-ZIP			
TITLE	AT	MCMULLEN, TERENCE P	2700 COLORADO AVE SANTA MONICA CA 90404
NAME			
STREET ADDRESS			
CITY-ST-ZIP			

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Change Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	Change Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	Senior Vice President Change Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	Change Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	Change Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	Change 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 119.07(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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1/22/96

(310)998-8427

Date

Daytime Phone #

CR2E034 (12/95)