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**Apr 10 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # 526058 (3)
1. Corporation Name
LEARNING PUBLICATIONS, INC.



Principal Place of Business: **5351 GULF DR. P. O. BOX 1338 HOLMES BEACH FL 34218**
Mailing Address: **5351 GULF DR. P. O. BOX 1338 HOLMES BEACH FL 34218-1338**

3. Date Incorporated or Qualified: **02/12/1977** 3a. Date of Last Report: **05/01/1996**
4. FEI Number: **59-1686365** 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

2. Principal Place of Business: 21, 22, 23, 24
2a. Mailing Address: 26, 27, 28, 29, 30

9. Name and Address of Current Registered Agent
**ERICKSON, RUTH
5351 GULF DR
HOLMES BEACH FL 34217**

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 reinstating)

12. OFFICERS AND DIRECTORS		
TITLE	D	<input type="checkbox"/> DELETE
NAME	VONK, JOHN	
STREET ADDRESS	125 S. 6TH ST.	
CITY- ST- ZIP	LASALLE CD 80845	
TITLE	TS	<input type="checkbox"/> DELETE
NAME	ERICKSON, RUTH	
STREET ADDRESS	4748 INDEPENDENCE	
CITY- ST- ZIP	BRADENTON FL	
TITLE	P	<input type="checkbox"/> DELETE
NAME	MCEROY, ALAN	
STREET ADDRESS	6436 GREEN RIDGE AVE	
CITY- ST- ZIP	NEW CARLISLE OH	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MCGEE, WAYNE	
STREET ADDRESS	4835 GULF OF MEXICO DR	
CITY- ST- ZIP	LONGBOAT KEY FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	FRITZ, ERICKSON	
STREET ADDRESS	406 STONEGATE CT	
CITY- ST- ZIP	MILLERSVILLE PA	
TITLE		<input type="checkbox"/> DELETE
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 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: *Ruth Erickson - Ruth Erickson* 4-7-97 941-7786651
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)