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Secretary of State

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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F98000002173

1. Corporation Name
THE LEARNING INITIATIVE INCORPORATED

Principal Place of Business 316 WEST 12TH STREET AUSTIN TX 78701-1840	Mailing Address 316 WEST 12TH STREET AUSTIN TX 78701-1840
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2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 04/16/1998
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 74-2859814
City & State 23	City & State 28	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required
Zip 24	Country 25	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent GLEDICH, NICHOLAS DR. 1003 FEATHERSTONE CIR. OCOEE FL 34761-3411	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
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11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE C	HOLTZMAN, WAYNE H PH.D 316 WEST 12TH STREET AUSTIN TX 78701-1840	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 D	GLEDICH, NORA F 1003 FEATHERSTONE CIR. OCOEE FL 34761-3411	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 D	WISNESKI, WILLIAM J 786 STRAWBERRY HILL ROAD CONCORD MA 01742	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 P	WILLIAMSON, THOMAS A 3400 MT. BONNELL ROAD AUSTIN TX 78731-5850	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 V	WILLIAMSON, KATHRYN W 3400 MT. BONNELL ROAD AUSTIN TX 78731-5850	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 S	SMITH, ANGELA 9209 SIMMONS ROAD AUSTIN TX 78759	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 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 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed; or on an attachment with an address, with all other like empowered.

SIGNATURE: THOMAS A. WILLIAMSON 1-5-99 512-708-9369
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (11/98)