

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Feb 24, 1999 8:00 am
Secretary of State

02-24-1999 90088 040 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F98000002992

1. Corporation Name
SCIENTIFIC LEARNING CORPORATION



Principal Place of Business 1995 UNIVERSITY AVE. #400 BERKELEY CA 94704	Mailing Address 1995 UNIVERSITY AVE. #400 BERKELEY CA 94704
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 05/27/1998
21	26	4. FEI Number 94-3234458
Suite, Apt. #, etc.	Suite, Apt. #, etc.	Applied For Not Applicable
22	27	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
City & State	City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
23	28	8. This corporation owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No
Zip Country	Zip Country	
24 25	29 30	

9. Name and Address of Current Registered Agent NRAI SERVICES, INC. 526 E. PARK AVE. 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
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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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCEO <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BOLTON, SHERYLE	1.2 NAME	
STREET ADDRESS	5576 GLENBROOK DR.	1.3 STREET ADDRESS	
CITY-ST-ZIP	OAKLAND CA 94618	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MERZENICH, MICHAEL DR.	2.2 NAME	
STREET ADDRESS	20 HILLPOINT	2.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA 94117	2.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TALLAL, PAULA DR.	3.2 NAME	
STREET ADDRESS	197 UNIVERSITY AVE.	3.3 STREET ADDRESS	116 ALTA STREET
CITY-ST-ZIP	NEWARD NJ 07102	3.4 CITY-ST-ZIP	SAN FRANCISCO, CA 94133
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JENKINS, WILLIAMS E DR.	4.2 NAME	
STREET ADDRESS	348 FARALLON AVE.	4.3 STREET ADDRESS	
CITY-ST-ZIP	PACIFICA CA 94044	4.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MILLER, STEVE DR.	5.2 NAME	
STREET ADDRESS	5 ELK CT.	5.3 STREET ADDRESS	
CITY-ST-ZIP	PACIFICA CA 94044	5.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PETERSON, BRET DR.	6.2 NAME	
STREET ADDRESS	3156 SUN RIDGE CT.	6.3 STREET ADDRESS	
CITY-ST-ZIP	LAFAYETTE CA 94549	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 607, 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: *[Signature]* Date: 01 12 99 Daytime Phone #: 510 665 9700
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (1/98)