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**Jan 23 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # J33273 (0)

1. Corporation Name
ALPHABET LEARNING CENTER, INC.



Principal Place of Business 4423 KELLY ROAD TAMPA FL 33615	Mailing Address 4423 KELLY ROAD TAMPA FL 33615-5203
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3. Date Incorporated or Qualified 09/12/1986	3a. Date of Last Report 02/27/1996
4. FEI Number 59-2720019	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt #, etc. 22 City & State 23 Zip 24	2a. Mailing Address 26 Suite, Apt #, etc. 27 City & State 28 Zip 29	Country 25	Country 30
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9. Name and Address of Current Registered Agent
**GRIMALDO, YADIRA
6814 MITCHELL CIR.
TAMPA FL 33634**

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

*7204 San Luis Ct.
Tampa, FL, 33634*

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD	1.1 TITLE	PD
NAME	GRIMALDO, YADIRA	1.2 NAME	GRIMALDO, YADIRA
STREET ADDRESS	6814 MITCHELL CIR.	1.3 STREET ADDRESS	7204 SAN LUIS Ct.
CITY-ST-ZIP	TAMPA FL	1.4 CITY-ST-ZIP	TAMPA, FL 33634
TITLE	STD	2.1 TITLE	STD
NAME	GRIMALDO, HERNANDO	2.2 NAME	GRIMALDO, HERNANDO
STREET ADDRESS	6814 MITCHELL CIR.	2.3 STREET ADDRESS	7204 SAN LUIS Ct.
CITY-ST-ZIP	TAMPA FL	2.4 CITY-ST-ZIP	TAMPA, FL 33634
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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: *Yadira Grimaldo* **Jan-16-97 (813) 884-4542**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)