



File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS		FILED APR 23 1999 SECRETARY OF STATE TALLAHASSEE, FL	
<b>FILING FEE</b> \$ 188.75		<b>Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee</b> <b>Make Check Payable To: FLORIDA DEPARTMENT OF STATE</b>			
<b>1. Name and Mailing Address of Limited Liability Company</b>  <b>DOCUMENT #</b> L97000000376  ADVENTURES IN LEARNING, LLC 22214 N. 54TH WAY PHOENIX AZ 85024		<b>1a. Principal Place of Business Address</b>  22214 N. 54TH WAY PHOENIX AZ 85024			
<b>2. Principal Place of Business</b> 22214 N. 54TH WAY Suite, Apt. #, etc. City & State Phoenix, AZ Zip 85054 Country USA		<b>2a. Mailing Address</b> 22214 N. 54TH WAY Suite, Apt. #, etc. City & State Phoenix, AZ Zip 85054 Country USA		<b>3. Date Organized or Qualified</b> 04/01/1997  <b>4. FEI Number</b> 65-0741373  <b>5. Date of Last Report</b> 10/06/1998	
<b>3a. State of Formation</b> FL  <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable		<b>6. Certificate of Status Desired</b> <input checked="" type="checkbox"/> \$8.75 Additional Fee Required			
<b>7. Name and Address of Current Registered Agent</b>  CORPORATION SERVICE, COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301			<b>8. Name and Address of New Registered Agent/Office</b> Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City 700002856867-- 04/23/99--01097--008 FL Zip Code ***188.75 ***188.75		
<b>9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.</b>					
SIGNATURE <u>Deborah S. Sore</u> <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent Signature is required when filing with)</small>			DATE <u>4/19/99</u>		
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MEM	IBC INNOVATIVE BUSINES	22214 N 54TH WAY		PHOENIX AZ	
MEM	RAJ, K.D.	143 JALAN DESA MESRA, TAMA		58100 KUALA LUMPUR,	
MEM	LYON, R.M.	143 JALAN DESA MESRA, TAMA		58100 KUALA LUMPUR,	
MEM	SIBAL, JOSE E	#36, 14 ST., NEW MANILA, Q		METRO MANILLA, 1112	
MEM	SIBAL, MARIA T	#36, 14 ST., NEW MANILA, Q		METRO MANILLA, 1112	
					
<b>11. 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 is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.</b>					
SIGNATURE: <u>Deborah S. Sore</u>			<u>4/19/99</u>		