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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 # N41284
 1. Corporation Name
LEARN TO READ, INC.

Principal Place of Business 1300 RIVERPLACE BLVD 320-9 JACKSONVILLE FL 32207 US	Mailing Address 1300 RIVERPLACE BLVD #320-9 JACKSONVILLE FL 32207 US
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2. Principal Place of Business 21	2a. Mailing Address 26	3. Date Incorporated or Qualified 12/14/1990
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27	4. FEI Number 23-7153919
City & State 23	City & State 28	5. Certificate of Status Desired <input 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
	Zip 29	Country 30

9. Name and Address of Current Registered Agent
FOSTER, DAVID
3432 SAN JOSE BLVD
JACKSONVILLE FL 32207

10. Name and Address of New Registered Agent
 81 Name **Sheila Russo**
 82 Street Address (P.O. Box Number is Not Acceptable) **939 Arbor Lane**
 83
 84 City **Jacksonville** FL 85 Zip Code **32207**

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 *Sheila Russo* **Feb 3, 1999**
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		<input checked="" type="checkbox"/> DELETE
TITLE	DP	<input checked="" type="checkbox"/>
NAME	FOSTER, DAVID	
STREET ADDRESS	1301 RIVERPLACE BLVD., SUITE #1500	
CITY-ST-ZIP	JACKSONVILLE FL 32207	
TITLE	VPD	<input checked="" type="checkbox"/>
NAME	RUSSO, SHEILA	
STREET ADDRESS	939 ARBOR LANE	
CITY-ST-ZIP	JACKSONVILLE FL 32207	
TITLE	DPP	<input checked="" type="checkbox"/>
NAME	PFEIL, WALT	
STREET ADDRESS	12921 PALMETTO GLADE DR	
CITY-ST-ZIP	JACKSONVILLE FL 32246	
TITLE	SD	<input checked="" type="checkbox"/>
NAME	CENTER, GENE	
STREET ADDRESS	10341 LEM TUMER RD	
CITY-ST-ZIP	JACKSONVILLE FL 32218	
TITLE	TD	<input checked="" type="checkbox"/>
NAME	STUDDARD, LEIGH	
STREET ADDRESS	1301 RIVERPLACE BLVD, #1500	
CITY-ST-ZIP	JACKSONVILLE FL 32207	
TITLE	D	<input checked="" type="checkbox"/>
NAME	HERNDON, RANDY CPA	
STREET ADDRESS	P.O. BOX 550507, N/A	
CITY-ST-ZIP	JACKSONVILLE FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		<input checked="" type="checkbox"/> Change	<input type="checkbox"/> Addition
1.1 TITLE	PD	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1.2 NAME	Sheila Russo		
1.3 STREET ADDRESS	939 Arbor Lane		
1.4 CITY-ST-ZIP	Jacksonville, FL 32207		
2.1 TITLE	VPD	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2.2 NAME	Randy Herndon		
2.3 STREET ADDRESS	P.O. Box 550507		
2.4 CITY-ST-ZIP	Jacksonville, FL 32255		
3.1 TITLE	PPD	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3.2 NAME	David Foster		
3.3 STREET ADDRESS	1301 Riverplace Blvd., Suite 1500		
3.4 CITY-ST-ZIP	Jacksonville, FL 32207		
4.1 TITLE	SD	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4.2 NAME	Cathy Winterfield		
4.3 STREET ADDRESS	2972 Old Orchard Rd.		
4.4 CITY-ST-ZIP	Jacksonville, FL 32257		
5.1 TITLE	TD	<input checked="" type="checkbox"/>	<input type="checkbox"/>
5.2 NAME	Sam Inman		
5.3 STREET ADDRESS	P.O. Box 2600		
5.4 CITY-ST-ZIP	Jacksonville, FL 32232		
6.1 TITLE	D	<input checked="" type="checkbox"/>	<input type="checkbox"/>
6.2 NAME	Jeanie Leapley		
6.3 STREET ADDRESS	4815 Executive Park Ct.		
6.4 CITY-ST-ZIP	Jacksonville, FL 32216		

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: *Sheila Russo* **Feb 3, 1999**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E037 (11/98)