

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

**FILED**  
**May 12 1997 8:00am**  
**Secretary of State**

|  |   |   |
|--|---|---|
| PROFIT CORPORATION<br>ANNUAL REPORT<br><b>1997</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|--|---|---|

**DOCUMENT # P10536 (1)**  
 1. Corporation Name  
**LEARNING TECHNOLOGIES LTD. INC.**



|   |   |
|---|---|
| Principal Place of Business<br><b>ABBOTT BLDG., 2ND FL., P.O. BOX 833<br/>ROAD TOWN, TORTOLA, BRITISH VIRGIN ISLAND</b> | Mailing Address<br><b>ABBOTT BLDG., 2ND FL., P.O. BOX 833<br/>ROAD TOWN, TORTOLA, BRITISH VIRGIN ISLAND</b> |
|---|---|

|                                      |                           |   |  |
|--------------------------------------|---------------------------|---|--|
| 2. Principal Place of Business<br>21 | 2a. Mailing Address<br>26 | 3. Date Incorporated or Qualified<br><b>06/23/1986</b>  | 3a. Date of Last Report<br><b>04/28/1996</b> |
| Suite, Apt. #, etc.<br>22            | Suite, Apt. #, etc.<br>27 | 4. FEI Number<br><b>59-2621441</b>  | Applied For<br>Not Applicable                |
| City & State<br>23                   | City & State<br>28        | 5. Certificate of Status Desired <input type="checkbox"/>   | <b>\$8.75</b> Additional Fee Required        |
| Zip<br>24                            | Country<br>25             | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>   | <b>\$5.00</b> May Be Added to Fees           |
| Zip<br>29                            | Country<br>30             | 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |  |

|   |  |  |                        |
|---|--|--|------------------------|
| 9. Name and Address of Current Registered Agent   |  | 10. Name and Address of New Registered Agent           |                        |
| <b>BATTEN, MICHAEL R.</b><br><b>1540 THE GREENS WAY</b><br><b>JACKSONVILLE BEACH FL 32250</b> |  | 81. Name   |                        |
|   |  | 82. Street Address (P.O. Box Number is Not Acceptable) |                        |
|   |  | 83.  |                        |
|   |  | 84. City   | <b>FL</b> 85. Zip Code |

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                      | <b>D</b> <input type="checkbox"/> DELETE   | 1.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | <b>SMATHERS, BRUCE A.</b>                  | 1.2 NAME  |  |
| STREET ADDRESS             | <b>ONE INDEPENDENT DR., STE. 2201</b>      | 1.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                | <b>JACKSONVILLE FL</b>                     | 1.4 CITY-ST-ZIP                                       |  |
| TITLE                      | <b>D</b> <input type="checkbox"/> DELETE   | 2.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | <b>SMITH, HASKELL W</b>                    | 2.2 NAME  |  |
| STREET ADDRESS             | <b>4302 EVERGREEN LANE, STE 101</b>        | 2.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                | <b>ANNANDALE VA</b>                        | 2.4 CITY-ST-ZIP                                       |  |
| TITLE                      | <b>D</b> <input type="checkbox"/> DELETE   | 3.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | <b>HOLMES, PETER</b>                       | 3.2 NAME  |  |
| STREET ADDRESS             | <b>9855 REGENCY SQUARE BLVD., APT. 111</b> | 3.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                | <b>JACKSONVILLE FL</b>                     | 3.4 CITY-ST-ZIP                                       |  |
| TITLE                      | <b>D</b> <input type="checkbox"/> DELETE   | 4.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | <b>PARKER, ROBERT A. JR.</b>               | 4.2 NAME  |  |
| STREET ADDRESS             | <b>229 PEACHTREE ST., STE. 2700</b>        | 4.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                | <b>ATLANTA GA</b>                          | 4.4 CITY-ST-ZIP                                       |  |
| TITLE                      | <b>D</b> <input type="checkbox"/> DELETE   | 5.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | <b>SANDERS, CARL E.</b>                    | 5.2 NAME  |  |
| STREET ADDRESS             | <b>600 PEACHTREE ST., STE. 5200</b>        | 5.3 STREET ADDRESS                                    |  |
| CITY-ST-ZIP                | <b>ATLANTA GA</b>                          | 5.4 CITY-ST-ZIP                                       |  |
| TITLE                      | <b>DP</b> <input type="checkbox"/> DELETE  | 6.1 TITLE   | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>SCHEIDEL, HERBERT W.</b>                | 6.2 NAME  | <b>SCHEIDEL, HERBERT W.</b>  |
| STREET ADDRESS             | <b>1224 THE STRAND</b>                     | 6.3 STREET ADDRESS                                    | <b>821 PONTE VEDRA BLVD.</b>   |
| CITY-ST-ZIP                | <b>NEPTUNE BCH. FL</b>                     | 6.4 CITY-ST-ZIP                                       | <b>PONTE VEDRA BRACH, FL 32082</b>   |

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:** Peter Holmes *Peter Holmes* **4/30/97** **404-252-9100**  
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #  
 0629443

CR2E034 (9/96)