

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

**FILED**  
**Feb 27 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
--	---	---

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



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

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>06/23/1986</b>	
21 Suite, Apt. #, etc.	22 City & State	23 Zip	24 Country	25	26
21		26		4. FEI Number <b>59-2621441</b>	
22		27		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
23		28		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
24		29		7. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

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

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, 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 conditions of Section 607.0505, Florida Statutes.

SIGNATURE: *[Signature]* **Michael R. Batten: Vice President** 2/19/98  
Signature, typed or printed name of registered agent and title, if applicable (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	<b>D</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SMATHERS, BRUCE A.</b>	1.2 NAME	<b>SMATHERS, BRUCE A.</b>
STREET ADDRESS	<b>ONE INDEPENDENT DR., STE. 2201</b>	1.3 STREET ADDRESS	<b>4051 TIMUQUANA ROAD</b>
CITY-ST-ZIP	<b>JACKSONVILLE FL</b>	1.4 CITY-ST-ZIP	<b>JACKSONVILLE, FL</b>
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 type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SCHEIDEL, HERBERT W</b>	6.2 NAME	
STREET ADDRESS	<b>821 PONTE VEDRA BLVD</b>	6.3 STREET ADDRESS	
CITY-ST-ZIP	<b>PONTE VEDRA BEACH FL</b>	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.

SIGNATURE: *[Signature]* **Herbert W. Scheidel** President 2/19/98

CR2E034 (10/97)