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**FILED**  
**May 10, 1999 8:00 am**  
**Secretary of State**

05-10-1999 90273 014 \*\*\*150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE  
**Katherine Harris**  
 Secretary of State  
 DIVISION OF CORPORATIONS

DOCUMENT # P10536

1. Corporation Name

LEARNING TECHNOLOGIES LTD. INC.

Principal Place of Business

Mailing Address

ABBOTT BLDG., 2ND FL.  
 P.O. BOX 933  
 ROAD TOWN, TORTOLA  
 BRITISH VIRGIN ISLAND

ABBOTT BLDG., 2ND FL.  
 P.O. BOX 933  
 ROAD TOWN, TORTOLA  
 BRITISH VIRGIN ISLAND

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

06/23/1986

2. Principal Place of Business

2a. Mailing Address

4. FEI Number

59-2621441

Applied For

Not Applicable

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

5. Certificate of Status Desired

\$8.75 Additional Fee Required

22 City & State

27 City & State

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

24 Zip Country

29 Zip Country

8. This corporation owes the current year intangible Personal Property Tax.  Yes  No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

BATTEN, MICHAEL R.  
 1540 THE GREENS WAY  
 JACKSONVILLE BEACH, FL 32250

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0501 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, of 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

Michael R. Batten: Senior Vice President 4/20/99

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	D	<input type="checkbox"/> DELETE
NAME	SMATHERS, BRUCE A.	
STREET ADDRESS	4051 TIMUQUANA ROAD	
CITY-ST-ZIP	JACKSONVILLE, FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SMITH, HASKELL W.	
STREET ADDRESS	4302 EVERGREEN LANE, SUITE 101	
CITY-ST-ZIP	ANNANDALE VA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	PARKER, ROBERT A. JR.	
STREET ADDRESS	229 PEACHTREE ST., STE. 2700	
CITY-ST-ZIP	ATLANTA, GA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SANDERS, CARL E.	
STREET ADDRESS	600 PEACHTREE ST., STE. 5200	
CITY-ST-ZIP	ATLANTA, GA	
TITLE	DP	<input type="checkbox"/> DELETE
NAME	SCHEIDEL, HERBERT W.	
STREET ADDRESS	821 PONTE VEDRA BLVD.	
CITY-ST-ZIP	PONTE VEDRA BEACH, FL	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	HOLMES, PETER	
STREET ADDRESS	9855 REGENCY SQUARE BLVD., APT. 111	
CITY-ST-ZIP	JACKSONVILLE, FL	

1.1 TITLE	DP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	BATTEN, MICHAEL R.	
1.3 STREET ADDRESS	3615 OCEAN DRIVE SOUTH	
1.4 CITY-ST-ZIP	JACKSONVILLE BEACH, FL	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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, with all other like empowered.

SIGNATURE:

*Herbert W. Scheidel*

Herbert W. Scheidel  
 President

4/20/99

(904) 273-0720

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (1/98)