

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

FILED

**Mar 06 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P20351 (3)
1. Corporation Name
NATIONAL STUDENT SERVICES, INC.



Principal Place of Business
**208 OLD LANCASTER ROAD
DEVON PA 19333**

Mailing Address
**208 OLD LANCASTER ROAD
DEVON PA 19333-1442**

3. Date Incorporated or Qualified
08/04/1988

3a. Date of Last Report
02/28/1996

21. Principal Place of Business Suite, Apt. #, etc.	22. City & State	23. Zip	24. Country	25. Country	26. Mailing Address Suite, Apt. #, etc.	27. City & State	28. Zip	29. Country	30. Country	4. FEI Number 23-2210329	Applied For Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required					6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees						
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No											

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 32324					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 FL						

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	P	1.1 TITLE	P
NAME	NICOLUCCI, JUANITA E.	1.2 NAME	Barry J. Conway
STREET ADDRESS	31 GLENDALE RD.	1.3 STREET ADDRESS	311 Lancaster Avenue #1205
CITY-ST-ZIP	HAVERTOWN PA	1.4 CITY-ST-ZIP	Malvern, PA 19355
TITLE	ST	2.1 TITLE	S/T
NAME	COFFIN, WILLIAM C. JR.	2.2 NAME	Thomas M. Flynn
STREET ADDRESS	35 GROVE ST.	2.3 STREET ADDRESS	240 Anderson Street #6F
CITY-ST-ZIP	BASKING RIDGE NJ	2.4 CITY-ST-ZIP	Hackensack, NJ 07601
TITLE	VP	3.1 TITLE	
NAME	BOODEY, LINDA P.	3.2 NAME	
STREET ADDRESS	270 W BOOT RD	3.3 STREET ADDRESS	
CITY-ST-ZIP	WEST CHESTER PA	3.4 CITY-ST-ZIP	
TITLE	VP	4.1 TITLE	
NAME	SMITH, CHARMAINE R	4.2 NAME	
STREET ADDRESS	2895 RIDGE ROAD	4.3 STREET ADDRESS	
CITY-ST-ZIP	ELVERSON PA 19520	4.4 CITY-ST-ZIP	
TITLE	AVP	5.1 TITLE	
NAME	CALLAHAN, ANNAMARY	5.2 NAME	
STREET ADDRESS	698 SPRINGDELL ROAD	5.3 STREET ADDRESS	
CITY-ST-ZIP	KING OF PRUSSIA PA 19406	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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: *Annamary Callahan* 2-24-97 extension 203
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR _____ Date _____ Daytime Phone # _____

CP2E034 (9/96)