FILED
Apr 28 1998 8:00am
Secretary of State

DO NOT WRITE IN THIS SPACE

1. Corporation Name
   NICENE SCHOOLS INTERNATIONAL, INC.

2a. Mailing Address
   WPORER, WRIGHT, MORRIS & ARTHUR
   4501 TAMAMI TRAIL NORTH, SUITE 400
   NAPLES FL 33940

3. Date Incorporated or Qualified
   02/07/1995

4a. FEI Number
   65-0649778

5. Certificate of Status Desired
   Applicant
   $8.75 Additional Fee Required

8. Election Campaign Financing
   Trust Fund Contribution
   $5.00 May Be Added to Fees

9. This corporation owes or has paid the current year Intangible
   Personal Property Tax due June 30
   □ Yes □ No

10. Name and Address of New Registered Agent
    WILSON, GARY K
    4501 TAMAMI TRAIL NORTH, SUITE 400
    NAPLES FL 33940

12. Officers and Directors

   D   EDOAR, PAUL
       150 W HIGH ST
       SOMERSWORTH NH 03878
   D   BARTELS, WELLINGTON P III
       150 W HIGH STREET
       SOMERSWORTH NH 03878
   D   CLARK, THOMAS III
       150 W HIGH STREET
       SOMERSWORTH NH 03878

13. Additions/Changes to Officers and Directors in 12
   □ Change □ Addition

   Scott, Otto
   828 S. 299th PL
   Federal Way, WA 98003

   McIntyre, Ellsworth
   6075 Pelican Bay Blvd.
   Naples, FL 34108

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 607.07(3), Florida Statues. 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 Statues, and that my name appears in Block 12 or Block 13 of the annual report or supplemental annual report and that the address on this filing is the same as the address on said annual report or supplemental annual report.

SIGNATURE:

1000002503901
-04/23/98--01116--016
***150.00

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

PROFIT CORPORATION
ANNUAL REPORT
1998

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