

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT CORPORATION
ANNUAL REPORT
1996



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

FILED
May 01 1996 8:00 am
Secretary of State

DOCUMENT # L59940 (1)

1. Corporation Name
**PROFESSIONAL LEARNING CENTER, INC
DBA PROFESSIONAL LEARNING CENTER AT COUNTRY DAY**

Principal Place of Business Mailing Address
C/O FGM + CO.

| | | | | | |
|--------------------------------|------------------------|---------------------|-------------------------|---|---------------------------------------|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified | 3a. Date of Last Report |
| 21 | 22354 SW 57 AVE | 26 | 280 PLANDOME RD. | 2/15/93 | 5/1/95 |
| Suite, Apt #, etc | | Suite, Apt #, etc. | | 4. FEI Number | Applied For |
| | | | | 65-0386987 | Not Applicable |
| 22 | City & State | 27 | City & State | 5. Certificate of Status Desired | \$8.75 Additional Fee Required |
| 23 | BOCA RATON, FL | 28 | MANHASSET, NY | <input type="checkbox"/> | \$5.00 May Be Added to Fees |
| 24 | Zip | 29 | Zip | 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes. <input type="checkbox"/> Yes <input type="checkbox"/> No | |
| 25 | Country | 30 | Country | | |
| | 33433 | | 11030 | | |
| | | | NASSAU | | |

| | | | | | | | |
|---|--|--|--|--|--|-----------|----|
| 9. Name and Address of Current Registered Agent | | | | 10. Name and Address of New Registered Agent | | | |
| ASTOR, LIONEL 22354 SW 57 AVE BOCA RATON, FL 33433 | | | | B1 | Name | | |
| | | | | B2 | Street Address (P.O. Box Number is Not Acceptable) | | |
| | | | | B3 | | | |
| | | | | B4 | City | FL | B5 |

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 recording) DATE: _____

| | | | | | | | |
|----------------------------|-----------------------------|---------------------------------|--|---|---|--|--|
| 12. OFFICERS AND DIRECTORS | | | | 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | | | |
| TITLE | D | <input type="checkbox"/> DELETE | | 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition | | |
| NAME | ASTOR, LIONEL | | | 1.2 NAME | | | |
| STREET ADDRESS | 22354 SW 57 AVE | | | 1.3 STREET ADDRESS | | | |
| CITY-ST-ZIP | BOCA RATON, FL 33433 | | | 1.4 CITY-ST-ZIP | | | |
| TITLE | D | <input type="checkbox"/> DELETE | | 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition | | |
| NAME | ASTOR, PATRICIA | | | 2.2 NAME | | | |
| STREET ADDRESS | 22354 SW 57 AVE | | | 2.3 STREET ADDRESS | | | |
| CITY-ST-ZIP | BOCA RATON, FL 33433 | | | 2.4 CITY-ST-ZIP | | | |
| TITLE | D | <input type="checkbox"/> DELETE | | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition | | |
| NAME | HEWBERG, MARK | | | 3.2 NAME | | | |
| STREET ADDRESS | 280 PLANDOME RD | | | 3.3 STREET ADDRESS | | | |
| CITY-ST-ZIP | MANHASSET, NY 11030 | | | 3.4 CITY-ST-ZIP | | | |
| TITLE | D | <input type="checkbox"/> DELETE | | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition | | |
| NAME | GUTTERMAN, MARK | | | 4.2 NAME | | | |
| STREET ADDRESS | 280 PLANDOME RD | | | 4.3 STREET ADDRESS | | | |
| CITY-ST-ZIP | MANHASSET, NY 11030 | | | 4.4 CITY-ST-ZIP | | | |
| TITLE | D | <input type="checkbox"/> DELETE | | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition | | |
| NAME | FELDMAN, BURTON | | | 5.2 NAME | | | |
| STREET ADDRESS | 280 PLANDOME RD. | | | 5.3 STREET ADDRESS | | | |
| CITY-ST-ZIP | MANHASSET, NY 11030 | | | 5.4 CITY-ST-ZIP | | | |
| TITLE | | <input type="checkbox"/> DELETE | | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition | | |
| NAME | | | | 6.2 NAME | | | |
| STREET ADDRESS | | | | 6.3 STREET ADDRESS | | | |
| CITY-ST-ZIP | | | | 6.4 CITY-ST-ZIP | | | |

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Handwritten signature 5-1-96

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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: *Mark Hewberg* **4/26/96** **516-365-6600**
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
MARK HEWBERG

CR2E034 (12/95)