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May 01 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 # J15470 (4)

1. Corporation Name
MILES OF SMILES LEARNING CENTER, INC.



Principal Place of Business: % CLEO R. WILLIAMS, 712 REED CANAL RD., SO. DAYTONA FL 32119-3242
Mailing Address: % CLEO R. WILLIAMS, 712 REED CANAL RD., SO. DAYTONA FL 32119-3242

3. Date Incorporated or Qualified: 05/16/1986
3a. Date of Last Report: 05/14/1996
4. FEI Number: 59-2672479
5. Certificate of Status Desired: [] \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: [] \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: [] Yes [] No

2. Principal Place of Business: 21, 22, 23, 24
2a. Mailing Address: 26, 27, 28, 29, 30

9. Name and Address of Current Registered Agent

WILLIAMS, CLEO R.
712 REED CANAL RD.
SO. DAYTONA FL 32019

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

1. TITLE: DV [] DELETE
2. NAME: WILLIAMS, JAMES W.
3. STREET ADDRESS: 506 DORSET CIR.
4. CITY-ST-ZIP: SO. DAYTONA FL
5. TITLE: DP [] DELETE
6. NAME: WILLIAMS, CLEO R.
7. STREET ADDRESS: 506 DORSET CIR.
8. CITY-ST-ZIP: SO. DAYTONA FL
9. TITLE: [] DELETE
10. NAME:
11. STREET ADDRESS:
12. CITY-ST-ZIP:
13. TITLE: [] DELETE
14. NAME:
15. STREET ADDRESS:
16. CITY-ST-ZIP:
17. TITLE: [] DELETE
18. NAME:
19. STREET ADDRESS:
20. CITY-ST-ZIP:

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE: [] Change [] Addition
1.2 NAME:
1.3 STREET ADDRESS:
1.4 CITY-ST-ZIP:
2.1 TITLE: [] Change [] Addition
2.2 NAME:
2.3 STREET ADDRESS:
2.4 CITY-ST-ZIP:
3.1 TITLE: [] Change [] Addition
3.2 NAME:
3.3 STREET ADDRESS:
3.4 CITY-ST-ZIP:
4.1 TITLE: [] Change [] Addition
4.2 NAME:
4.3 STREET ADDRESS:
4.4 CITY-ST-ZIP:
5.1 TITLE: [] Change [] Addition
5.2 NAME:
5.3 STREET ADDRESS:
5.4 CITY-ST-ZIP:
6.1 TITLE: [] Change [] Addition
6.2 NAME:
6.3 STREET ADDRESS:
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: Cleo R. Williams
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date: 4/25/97 Daytime Phone: 904-767-1995

CR2E034 (9/96)