

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

FILED
Feb 27 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P10536 (1)
 1. Corporation Name
LEARNING TECHNOLOGIES LTD. INC.



Principal Place of Business ABBOTT BLDG., 2ND FL., P.O. BOX 833 ROAD TOWN, TORTOLA, BRITISH VIRGIN ISLAND	Mailing Address ABBOTT BLDG., 2ND FL., P.O. BOX 833 ROAD TOWN, TORTOLA, BRITISH VIRGIN ISLAND
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 06/23/1986	
21 Suite, Apt. #, etc.	22 City & State	23 Zip	24 Country	25	26
21		26		4. FEI Number 59-2621441	
22		27		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23		28		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24		29		7. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent BATTEN, MICHAEL R. 1540 THE GREENS WAY JACKSONVILLE BEACH FL 32250				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, 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 conditions of Section 607.0505, Florida Statutes.

SIGNATURE: *[Signature]* **Michael R. Batten: Vice President** 2/19/98
Signature, typed or printed name of registered agent as 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	1.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SMATHERS, BRUCE A.	1.2 NAME	SMATHERS, BRUCE A.
STREET ADDRESS	ONE INDEPENDENT DR., STE. 2201	1.3 STREET ADDRESS	4051 TIMUQUANA ROAD
CITY-ST-ZIP	JACKSONVILLE FL	1.4 CITY-ST-ZIP	JACKSONVILLE, FL
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SMITH, HASKELL W	2.2 NAME	
STREET ADDRESS	4302 EVERGREEN LANE, STE 101	2.3 STREET ADDRESS	
CITY-ST-ZIP	ANNANDALE VA	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOLMES, PETER	3.2 NAME	
STREET ADDRESS	9855 REGENCY SQUARE BLVD., APT. 111	3.3 STREET ADDRESS	
CITY-ST-ZIP	JACKSONVILLE FL	3.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PARKER, ROBERT A. JR.	4.2 NAME	
STREET ADDRESS	229 PEACHTREE ST., STE. 2700	4.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	4.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SANDERS, CARL E.	5.2 NAME	
STREET ADDRESS	600 PEACHTREE ST., STE. 5200	5.3 STREET ADDRESS	
CITY-ST-ZIP	ATLANTA GA	5.4 CITY-ST-ZIP	
TITLE	DP <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHEIDEL, HERBERT W	6.2 NAME	
STREET ADDRESS	821 PONTE VEDRA BLVD	6.3 STREET ADDRESS	
CITY-ST-ZIP	PONTE VEDRA BEACH FL	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.

SIGNATURE: *[Signature]* **Herbert W. Scheidel** President 2/19/98

CR2E034 (10/97)