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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999
 FLORIDA DEPARTMENT OF STATE
 Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS



DOCUMENT # J15470
 1. Corporation Name
 MILES OF SMILES LEARNING CENTER, INC.

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

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip Country 28 Zip Country
 24 25 29 30

3. Date Incorporated or Qualified
 05/16/1986
 4. FEI Number Applied For
 59-2672479 Not Applicable
 5. Certificate of Status Desired \$8.75 Additional Fee Required
 6. Election Campaign Financing \$5.00 May Be Added to Fees
 7. Trust Fund Contribution
 8. This corporation owes the current year Intangible Personal Property Tax. Yes No

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 FL 85 Zip Code

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 _____ DATE _____
 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating);

12. OFFICERS AND DIRECTORS DELETE
 TITLE DV
 NAME WILLIAMS, JAMES W.
 STREET ADDRESS 506 DORSET CIR.
 CITY-ST-ZIP SO. DAYTONA FL
 TITLE DP DELETE
 NAME WILLIAMS, CLEO R.
 STREET ADDRESS 506 DORSET CIR.
 CITY-ST-ZIP SO. DAYTONA FL
 TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP
 TITLE DELETE
 NAME
 STREET ADDRESS
 CITY-ST-ZIP
 TITLE DELETE
 NAME
 STREET ADDRESS
 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 Change Addition
 2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP Change Addition
 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 Change Addition
 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 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, with all other like empowered.

SIGNATURE: JAMES W. WILLIAMS *James W. Williams* 1/29/99 904-767-1995
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)