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Jan 17 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 # 537849 (2)

1. Corporation Name
EDU-TECH. N.A., INC.

Principal Place of Business
117 SHORE DRIVE WEST
MIAMI FL 33133

Mailing Address
117 SHORE DRIVE WEST
MIAMI FL 33133-2627



3. Date Incorporated or Qualified 06/23/1977
3a. Date of Last Report 02/15/1996

2. Principal Place of Business		2a. Mailing Address		4. FEI Number 59-1950923		Applied For	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.				Not Applicable	
22 City & State		27 City & State		5. Certificate of Status Desired		<input type="checkbox"/> \$8.75 Additional Fee Required	
23 Zip		28 Zip		6. Election Campaign Financing Trust Fund Contribution		<input type="checkbox"/> \$5.00 May Be Added to Fees	
24 Country		29 Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes		<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
DIEGUEZ, FRANCISCO J 117 SHORE DRIVE WEST MIAMI FL 33133				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City			
				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 _____
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	TP	11 TITLE	
NAME	DIEGUEZ, FRANCISCO	12 NAME	
STREET ADDRESS	117 SHORE DRIVE WEST	13 STREET ADDRESS	
CITY - ST - ZIP	MIAMI FL 33133	14 CITY - ST - ZIP	
TITLE	VPS	21 TITLE	
NAME	DIEGUEZ, BERTA M	22 NAME	
STREET ADDRESS	117 SHORE DRIVE WEST	23 STREET ADDRESS	
CITY - ST - ZIP	MIAMI FL 33133	24 CITY - ST - ZIP	
TITLE		31 TITLE	
NAME		32 NAME	
STREET ADDRESS		33 STREET ADDRESS	
CITY - ST - ZIP		34 CITY - ST - ZIP	
TITLE		41 TITLE	
NAME		42 NAME	
STREET ADDRESS		43 STREET ADDRESS	
CITY - ST - ZIP		44 CITY - ST - ZIP	
TITLE		51 TITLE	
NAME		52 NAME	
STREET ADDRESS		53 STREET ADDRESS	
CITY - ST - ZIP		54 CITY - ST - ZIP	
TITLE		61 TITLE	
NAME		62 NAME	
STREET ADDRESS		63 STREET ADDRESS	
CITY - ST - ZIP		64 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: *[Signature]* 1/11/97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)