

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

FILED
Feb 11 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 # 571688 (1)
1. Corporation Name
LEARNING CORP.

Principal Place of Business

Mailing Address

RR 3 BOX E 1
PROV UT 84604
US

RR 3 BOX E 1
PROV UT 84604
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 RR 3, BOX E-10 Suite, Apt. #, etc. 22 City & State 23 PROV UT 24 Zip 84604 25 Country USA	2a. Mailing Address 26 RR 3, BOX E-10 Suite, Apt. #, etc. 27 City & State 28 PROV UT 29 Zip 84604 30 Country USA
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3. Date Incorporated or Qualified 05/10/1978	4. FEI Number 59-1836050	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent STEPHEN, KAPELOW 2001 N. FIFTEENTH ST PO BOX 1011 FORT LAUDERDALE, FL 33301	10. Name and Address of New Registered Agent 81 Name STEPHEN KAPELOW 82 Street Address (P.O. Box Number is Not Acceptable) SUITE 410 - GOLUBSKI 83 1001 W. CYPRUS CREEK ROAD 84 City FT. LAUDERDALE FL 85 Zip Code 33309
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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  STEPHEN KAPELOW 1/27/98
(NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PDSF <input type="checkbox"/> DELETE	1.1 TITLE	PDSF <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KAPELOW, STEPHEN	1.2 NAME	KAPELOW, LOREN
STREET ADDRESS	RR 3 BOX E-10	1.3 STREET ADDRESS	RR 3, BOX E-10
CITY-ST-ZIP	PROV UT 84604	1.4 CITY-ST-ZIP	PROV, UT 84604
TITLE	VPD <input type="checkbox"/> DELETE	2.1 TITLE	VPD <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KAPELOW, STEPHEN	2.2 NAME	KAPELOW, STEPHEN
STREET ADDRESS	RR 3 BOX E-10	2.3 STREET ADDRESS	RR 3, BOX E-10
CITY-ST-ZIP	PROV UT 84604	2.4 CITY-ST-ZIP	PROV, UT 84604
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		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	

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:  STEPHEN KAPELOW 1/27/98 (80) 225-8393

CR2E034 (10/97)