

FO200000/411

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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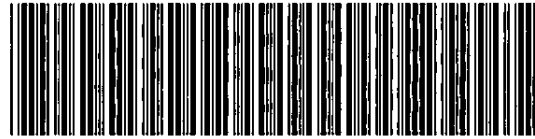
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PD Change
[Signature]

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Adaptive Learning Systems, Inc.
(Name of Corporation)

DOCUMENT NUMBER: F02000001411

The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kevin T. Forcier
(Name of Contact Person)

Adaptive Learning Systems, Inc.
(Firm/Company)

7150 114th Avenue N., Suite 200
(Address)

Largo, FL 33773
(City/State and Zip Code)

For further information concerning this matter, please call:

Kevin T. Forcier at (727) 507-9646
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH
FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Delaware in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: Adaptive Learning Systems, Inc.
2. The principal office address: 7150 114th Avenue N., Suite 200, Largo, FL 33773
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 3/19/2002 Document number: F02000001411
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:

Kevin T. Forcier

6840 Ulmerton Rd.

Largo, FL 33771

6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):

Kevin T. Forcier

7150 114th Avenue N., Suite 200

(P.O. Box NOT acceptable)

Largo, FL 33773

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The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

Kevin T. Forcier
(Signature of an officer or director)

Kevin T. Forcier, President

(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Kevin T. Forcier
(Signature of Registered Agent)

September 10, 2007

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

*** * * FILING FEE: \$35.00 * * ***

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE
MAIL TO: DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
CR2E045 (8/05)