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PROFIT
CORPORATION
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F94000001850 (6)

1. Corporation Name

TEACHSMART STORES, INC.



Principal Place of Business

4001 AIRPORT FREEWAY
SUITE 550
BEDFORD TX 76021

Mailing Address

4001 AIRPORT FREEWAY
SUITE 550
BEDFORD TX 76021

2. Principal Place of Business

2a. Mailing Address

21 305 NE Loop 820

26 305 NE Loop 820

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22 #300

27 #300

City & State

City & State

23 Hurst, TX

28 Hurst, TX

Zip

Zip

Country

Country

24 76053

25 USA

29 76053

30 USA

9. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
PLANTATION FL 33324

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

(Signature, typed or printed name, and telephone number are all required.)

(If "X" is placed in the space provided, signature is required when filing.)

DATE

12. OFFICERS AND DIRECTORS

TITLE	PD	☐ DELETE
NAME	BERK, JAMES E	
STREET ADDRESS	4001 AIRPORT FREEWAY	
CITY- ST- ZIP	BEDFORD TX 76021	
TITLE	VST	☐ DELETE
NAME	NUGENT, THOMAS D	
STREET ADDRESS	4001 AIRPORT FREEWAY	
CITY- ST- ZIP	BEDFORD TX 76021	
TITLE	D	☐ DELETE
NAME	MACHENS, G. MICHAEL	
STREET ADDRESS	5080 SPECTRUM DR.	
CITY- ST- ZIP	DALLAS TX 75248	
TITLE	D	☐ DELETE
NAME	PHILLIPS, DONALD J	
STREET ADDRESS	5080 SPECTRUM DR.	
CITY- ST- ZIP	DALLAS TX 75248	
TITLE	D	☐ DELETE
NAME	BLOCK, MICHAEL	
STREET ADDRESS	400 SKOKIE BLVD.	
CITY- ST- ZIP	NORTHBROOK IL 60062	
TITLE		☐ DELETE
NAME		
STREET ADDRESS		
CITY- ST- ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D	☐ Change ☒ Addition
1.2 NAME	Richard Doppelt	
1.3 STREET ADDRESS	3075 Sanders Rd.	
1.4 CITY- ST- ZIP	Northbrook, IL 60062	
2.1 TITLE	D	☐ Change ☒ Addition
2.2 NAME	John McCallister	
2.3 STREET ADDRESS	2501 McGee	
2.4 CITY- ST- ZIP	Kansas City, MO 64141	
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		
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		

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4-19-96
JR

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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:

James E. Berk
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

James E. Berk, President, CEO 3-19-96

Date

Daytime Phone #

817-384-3006

CR2E034 (12/95)