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FILED
May 14 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 # F94000001850 (6)

1. Corporation Name
TEACH & PLAY SMART, INC.

Principal Place of Business	Mailing Address
305 NE LOOP 820 #300 HURST TX 76053	305 NE LOOP 820 #300 HURST TX 76053-7213

3. Date Incorporated or Qualified	3a. Date of Last Report
04/11/1994	04/19/1996

4. FEI Number: 75-2503362 ☐ Applied For ☐ Not Applicable

2. Principal Place of Business	2a. Mailing Address
21 5910 N.Central Expy.	26 5910 N.Central Expy.
Suite, Apt. #, etc.: 22 Suite 1330	Suite, Apt. #, etc.: 27 Suite 1330
City & State: 23 Dallas, Texas	City & State: 28 Dallas, Texas
Zip: 24 75206 — Country: 25 USA	Zip: 29 75206 — Country: 30 USA

5. Certificate of Status Desired ☐ — **$8.75** Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution ☐ — **$5.00** May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes ☐ Yes ☐ No

9. Name and Address of Current Registered Agent

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

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

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	PD	☒ DELETE	1.1 TITLE	Director	☒ Change ☐ Addition
NAME	BERK, JAMES E		1.2 NAME	Berk, James E.	
STREET ADDRESS	4001 AIRPORT FREEWAY		1.3 STREET ADDRESS	4001 Airport Freeway	
CITY-ST-ZIP	BEDFORD TX 76021		1.4 CITY-ST-ZIP	Bedford, Texas 76021	
TITLE	VST	☒ DELETE	2.1 TITLE	President	☐ Change ☒ Addition
NAME	NUGENT, THOMAS D		2.2 NAME	Eubank, Donald W.	
STREET ADDRESS	4001 AIRPORT FREEWAY		2.3 STREET ADDRESS	5910 N. Central Expy., #1330	
CITY-ST-ZIP	BEDFORD TX 76021		2.4 CITY-ST-ZIP	Dallas, Texas 75206	
TITLE	D	☒ DELETE	3.1 TITLE		☐ Change ☐ Addition
NAME	MACHENS, G. MICHAEL		3.2 NAME		
STREET ADDRESS	5080 SPECTRUM DR.		3.3 STREET ADDRESS		
CITY-ST-ZIP	DALLAS TX 75248		3.4 CITY-ST-ZIP		
TITLE	D	☒ DELETE	4.1 TITLE		☐ Change ☐ Addition
NAME	PHILLIPS, DONALD J		4.2 NAME		
STREET ADDRESS	5080 SPECTRUM DR.		4.3 STREET ADDRESS		
CITY-ST-ZIP	DALLAS TX 75248		4.4 CITY-ST-ZIP		
TITLE	D	☒ DELETE	5.1 TITLE		☐ Change ☐ Addition
NAME	BLOCK, MICHAEL		5.2 NAME		
STREET ADDRESS	400 SKOKIE BLVD.		5.3 STREET ADDRESS		
CITY-ST-ZIP	NORTHBROOK IL 60062		5.4 CITY-ST-ZIP		
TITLE	D	☒ DELETE	6.1 TITLE		☐ Change ☐ Addition
NAME	DOPPELT, RICHARD		6.2 NAME		
STREET ADDRESS	3075 SANDERS RD.		6.3 STREET ADDRESS		
CITY-ST-ZIP	NORTHBROOK IL 60062		6.4 CITY-ST-ZIP		

CR2E034 (9/96)

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: