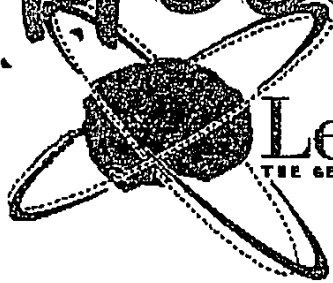


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Learningsmith
THE GENERAL STORE FOR A CURIOUS MIND

August 6, 1997

The State of Florida
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32302-1500

As of September 15, 1997 our Home Office location is relocating. The address and telephone number will be changing to:

Learningsmith, Inc.
32 Third Avenue
Burlington, MA 01803

Phone Number (617) 229-8900

Please update your records accordingly.

Sincerely,

Dennis Buckley
Vice President, Chief Financial Officer

G:dlaw
8/14/97