

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

CORPORATION,
ANNUAL REPORT
1995



COMMONWEALTH OF MASSACHUSETTS
SECRETARY OF STATE
OFFICE OF THE SECRETARY OF STATE
100 STATE STREET
BOSTON, MA 02109

APPROVED
AND
FILED

55 MAY -1 AM 4:25

DOCUMENT # F94000003563 (3)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LEARNINGSMITH, INC.

10 FAWCETT ST.
2ND FLOOR
CAMBRIDGE MA 02138

10 FAWCETT ST.
2ND FLOOR
CAMBRIDGE MA 02138

LEARNINGSMITH, INC. (PAID)

2. Office of the Secretary of State	2a. Address of Agent	3. Date of Appointment	3a. Date of Last Report
21. 10 Fawcett St.	26. 10 Fawcett St.	07/07/1994	
22. 2nd Floor	27. 2nd Floor	4. File Number	4a. Address for
23. Cambridge MA	28. Cambridge MA	04-3122223	Not Applicable
24. 02138	29. 02138	5. Certificate of Status (Required)	\$8.75 Additional Fee Required
25. U.S.A.	30. U.S.A.	6. Election Campaign Financing	\$5.00 May Be Added to Fees
		7. This corporation has liability for other fees for under \$10000	

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

THE PRENTICE HALL CORPORATION SYSTEM, INC.
1201 HAYS ST., #105
TALLAHASSEE FL 32301

81. Name
82. Street Address, P.O. Box Number, Not Applicable
83. #105
84. City
85. State
86. Zip Code

The Prentice Hall Corp. System, Inc.
1201 Hays Street
#105
Tallahassee FL 32301

11. I, the undersigned, being duly sworn, depose and say that the above named corporation submits this statement for the purpose of having its registered office or principal office or principal place of business changed as indicated by the corporation's board of directors, officers, and agents, and that the undersigned is a duly qualified and authorized agent of the corporation to execute this statement as a registered agent. I am a resident of the Commonwealth of Massachusetts.

SUBMIT HERE

12. OFFICERS AND DIRECTORS	13. ADDITIONAL CHANGES TO OFFICERS AND DIRECTORS
NAME PD SMITH, MARSHALL J 175 COMMONWEALTH AVE. BOSTON MA 02116	NAME PD Smith, Marshall J. 175 Commonwealth Av Boston MA 02116 (resigned)
NAME T BUCKLEY, DENNIS J 29 DALEY CIRCLE MARLBOROUGH MA 01752	NAME D GEORGE DENNY III 226 Dudley St. Brookline, MA 02146
NAME D GRIFFITHS, ANDREW 452 HURON AVE. CAMBRIDGE MA 02138	NAME D Mickey Drexler 3277 Pacific Av. San Francisco, CA 94118
NAME D JOHNSON, KAREN 166 CHESTNUT ST. CAMBRIDGE MA 02139	NAME D Johnson, Karen 166 Chestnut St. Cambridge MA 02139 (resigned)
NAME D ZOOK, CHRISTOPHER 19 PINE RD. CHESTNUT HILL MA 02167	NAME D Zook Christopher 19 Pine Rd. Chestnut Hill, MA 02167 (resigned)
NAME D HALPERN, JOHN 321 HEATH ST. CHESTNUT HILL MA 02167	NAME PD Kathleen M. Gelcidise 36 Garden St. Cambridge MA 02138

14. I, the undersigned, certify that the information supplied with the foregoing statement, name, and address is true and correct, and that the undersigned is a duly qualified and authorized agent of the corporation to execute this statement as a registered agent. I am a resident of the Commonwealth of Massachusetts.

SIGNATURE:

[Signature]
SIGNATURE AND PRINTED NAME OF AGENT OR DIRECTOR

4/25/96