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May 20 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000003679 (7)
 1. Corporation Name
SYLVAN LEARNING SYSTEMS, INC.



Principal Place of Business 9135 GUILFORD RD. COLUMBIA MD 21046	Mailing Address 9135 GUILFORD RD. COLUMBIA MD 21046-1806
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3. Date Incorporated or Qualified 07/14/1994	3a. Date of Last Report 04/02/1996
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2. Principal Place of Business 21 1000 LANCASTER STREET Suite, Apt. #, etc.	2a. Mailing Address 26 1000 LANCASTER STREET Suite, Apt. #, etc.
22 City & State 23 BALTIMORE, MD 24 Zip 21202-4373 25 Country USA	27 City & State 28 BALTIMORE, MD 29 Zip 21202-4373 30 Country USA

4. FEI Number 52-1492296	Applied For Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent
NRAI SERVICES, INC.
526 EAST PARK AVENUE
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent

81 Name	82 Street Address (P.O. Box Number is Not Acceptable)	83	84 City	85 Zip Code
			FL	

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

TITLE	CEO	<input type="checkbox"/> DELETE
NAME	HOEHN-SARIC, R C	
STREET ADDRESS	9135 GUILFORD RD.	
CITY-ST-ZIP	COLUMBIA MD 21046	
TITLE	PS	<input type="checkbox"/> DELETE
NAME	BECKER, DOUGLAS L	
STREET ADDRESS	9135 GUILFORD RD.	
CITY-ST-ZIP	COLUMBIA MD 21046	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	MCGEE, B L	
STREET ADDRESS	9135 GUILFORD RD.	
CITY-ST-ZIP	COLUMBIA MD 21046	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	JONES, O S	
STREET ADDRESS	9135 GUILFORD RD.	
CITY-ST-ZIP	COLUMBIA MD 21046	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	JOHNSON, FELTON M	
STREET ADDRESS	9135 GUILFORD RD.	
CITY-ST-ZIP	COLUMBIA MD 21046	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	LYNCH, RICHARD P	
STREET ADDRESS	9135 GUILFORD RD.	
CITY-ST-ZIP	COLUMBIA MD 21046	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	CEO	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	HOEHN-SARIC, R C	
1.3 STREET ADDRESS	1000 LANCASTER STREET	
1.4 CITY-ST-ZIP	BALTIMORE, MD 21202	
2.1 TITLE	PS	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	BECKER, DOUGLAS L.	
2.3 STREET ADDRESS	1000 LANCASTER STREET	
2.4 CITY-ST-ZIP	BALTIMORE, MD 21202	
3.1 TITLE	VT	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	MCGEE, B L	
3.3 STREET ADDRESS	1000 LANCASTER STREET	
3.4 CITY-ST-ZIP	BALTIMORE, MD 21202	
4.1 TITLE	VS	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	JONES, O S	
4.3 STREET ADDRESS	1000 LANCASTER STREET	
4.4 CITY-ST-ZIP	BALTIMORE, MD 21202	
5.1 TITLE	V	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	HOEY, JOHN K.	
5.3 STREET ADDRESS	1000 LANCASTER STREET	
5.4 CITY-ST-ZIP	BALTIMORE, MD 21202	
6.1 TITLE	Asst. S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	BENNETT, SUSANNAH	
6.3 STREET ADDRESS	1000 LANCASTER STREET	
6.4 CITY-ST-ZIP	BALTIMORE, MD 21202	

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 as an attachment with an address.

SIGNATURE _____ DATE **4/14/97** (410) 842-8000

CR2E034 (9/96)



SYLVAN LEARNING SYSTEMS, INC.

1000 Lancaster Street ■ Baltimore, Maryland 21202 ■ 410-843-8000

SYLVAN LEARNING SYSTEMS, INC. CORPORATE OFFICERS

April 18, 1997

<u>Officers</u>	<u>Title</u>	<u>Address</u>
Douglas L. Becker	President, Co-CEO & Secretary	1000 Lancaster Street Baltimore, MD 21202
R. Christopher Hoehn-Saric	Chairman & Co-CEO	1000 Lancaster Street Baltimore, MD 21202
B. Lee McGee	Chief Financial Officer, Treasurer & Vice President	1000 Lancaster Street Baltimore, MD 21202
O. Steven Jones	Vice President, General Counsel & Assistant Secretary	1000 Lancaster Street Baltimore, MD 21202
John K. Hoey	Vice President, Human Resources	1000 Lancaster Street Baltimore, MD 21202
Michael Altman	Vice President, Information Services	1000 Lancaster Street Baltimore, MD 21202
Susannah M. Bennett	Assistant General Counsel & Assistant Secretary	1000 Lancaster Street Baltimore, MD 21202
Sean Creamer	Assistant Treasurer	1000 Lancaster Street Baltimore, MD 21202