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Jan 23 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 # F94000006043 (3)

1. Corporation Name

INTERNATIONAL LEARNING SYSTEMS OF NORTH AMERICA,
INC.

Principal Place of Business

1000 112TH CIRCLE NORTH
SUITE 100
ST PETERSBURG FL 33716
US

Mailing Address

1000 112TH CIRCLE NORTH
SUITE 100
ST PETERSBURG FL 33716-2306
US

2. Principal Place of Business

21

Suite, Apt. #, etc.

22

City & State

23

Zip

Country

24

25

2a. Mailing Address

26

Suite, Apt. #, etc.

27

City & State

28

Zip

Country

29

30

9. Name and Address of Current Registered Agent

DICKSON, ROBERT E JR
1000 112TH CIRCLE N., #100
ST. PETERSBURG FL 33716

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85

Zip Code

3. Date Incorporated or Qualified

11/23/1994

3a. Date of Last Report

03/07/1996

4. FEI Number

54-1503515

Applied For

Not Applicable

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

10. Name and Address of New Registered Agent

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	NAME	STREET ADDRESS	CITY - ST - ZIP	DELETE
PDC	DICKSON, SUE	3014 KEY HARBOR DR.	SAFETY HARBOR FL 34895	<input type="checkbox"/>
VSTD	DICKSON, ROBERT E JR	1452 BRIARGROVE WAY	OLDSMAR FL 34677	<input type="checkbox"/>
C	DICKSON, ROBERT E JR	1452 BRIARGROVE WAY	OLDSMAR FL 34677	<input type="checkbox"/>
D	BECHARD, PAUL F	1037 CURLEW DR.	VIRGINIA BEACH VA 23451	<input type="checkbox"/>
D	PANARIELLO, AL JR	12 CLEARWATER CT.	MAHWAH NJ 07430	<input type="checkbox"/>
				<input type="checkbox"/>

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY - ST - ZIP	Change	Addition
2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY - ST - ZIP	<input type="checkbox"/>	<input type="checkbox"/>
3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY - ST - ZIP	<input type="checkbox"/>	<input type="checkbox"/>
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY - ST - ZIP	<input type="checkbox"/>	<input type="checkbox"/>
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY - ST - ZIP	<input type="checkbox"/>	<input type="checkbox"/>
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY - ST - ZIP	<input type="checkbox"/>	<input type="checkbox"/>

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 in 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 as required, or as an authorized agent with an address.

SIGNATURE: Robert E. Dickson
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

1-6-97 813.576.8833
Date Daytime Phone #

CR2E034 (9/96)