FILE NOW: FILING FEE AFTER MAY 1ST IS $550.00

PROFIT CORPORATION ANNUAL REPORT 1999	FLORIDA DEPARTMENT OF STATE **Katherine Harris** Secretary of State DIVISION OF CORPORATIONS

DOCUMENT # F97000004635

1. Corporation Name

INVEST LEARNING CORPORATION

Principal Place of Business	Mailing Address
9920 PACIFIC HEIGHTS BLVD 200 SAN DIEGO CA 92121 US	C/O PHILIPPE P. DAUMAN 1515 BROADWAY NEW YORK NY 10036 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualifed
21	26 C/o Cowen + Associates	09/04/1997
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. FEI Number / Applied For
22	27 180 N. LaSalle, Ste 1922	64-0844661 / Not Applicable
City & State	City & State	5. Certifcate of Status Desired ☐ / $8.75 Additional Fee Required
23	28 Chicago IL	6. Election Campaign Financing Trust Fund Contribution ☐ / $5.00 May Be Added to Fees
Zip / Country	Zip / Country	8. This corporation owes the current year Intangible Personal Property Tax. ☐Yes ☐No
24 / 25	29 60601 / 30 USA	

9. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525

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 _____ DATE _____

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

12. OFFICERS AND DIRECTORS	13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
TITLE D ☒ DELETE	1.1 TITLE Exec. V.P. & Treasurer ☒ Change ☐ Addition
NAME NEWCOMB, JONATHAN	1.2 NAME John LaVacca
STREET ADDRESS 1230 AVE OF TH AMERICAS	1.3 STREET ADDRESS One Lake Street
CITY-ST-ZIP NEW YORK NY 10020	1.4 CITY-ST-ZIP Upper Saddle River, NJ 07458
TITLE P ☒ DELETE	2.1 TITLE Asst. Secretary ☒ Change ☐ Addition
NAME FERRENTINO, RIC	2.2 NAME Arieh M. Flemenbaum
STREET ADDRESS 1515 BROADWAY	2.3 STREET ADDRESS One Lake Street
CITY-ST-ZIP NEW YORK NY 10036	2.4 CITY-ST-ZIP Upper Saddle River, NJ 07458
TITLE EVSD ☒ DELETE	3.1 TITLE Director ☒ Change ☐ Addition
NAME DAUMAN, PHILIPPE P	3.2 NAME Peter Jovanovich
STREET ADDRESS C/O VIACOM, INC. / 1515 BROADWAY	3.3 STREET ADDRESS One Lake Street
CITY-ST-ZIP NEW YORK NY 10036	3.4 CITY-ST-ZIP Upper Saddle River, NJ 07458
TITLE SVCF ☒ DELETE	4.1 TITLE Director ☒ Change ☐ Addition
NAME SMITH, GEORGE S JR	4.2 NAME John LaVacca
STREET ADDRESS C/O VIACOM, INC. / 1515 BROADWAY	4.3 STREET ADDRESS One Lake Street
CITY-ST-ZIP NEW YORK NY 10036	4.4 CITY-ST-ZIP Upper Saddle River, NJ 07458
TITLE V ☒ DELETE	5.1 TITLE Director ☒ Change ☐ Addition
NAME BERNA, JOHN	5.2 NAME Robert L. Dancy
STREET ADDRESS C/O VIACOM, INC. / 1515 BROADWAY	5.3 STREET ADDRESS One Lake Street
CITY-ST-ZIP NEW YORK NY 10036	5.4 CITY-ST-ZIP Upper Saddle River, NJ 07458
TITLE AS ☒ DELETE	6.1 TITLE President ☒ Change ☐ Addition
NAME STACK, ILENE W	6.2 NAME Ronald F. Fortune
STREET ADDRESS C/O VIACOM, INC. / 1515 BROADWAY	6.3 STREET ADDRESS One Lake Street
CITY-ST-ZIP NEW YORK NY 10036	6.4 CITY-ST-ZIP Upper Saddle River, NJ 07458

14. I 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, with all other like empowered.

SIGNATURE: _____ 4/26/99   312-236-9/21

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR   Date   Daytime Phone #

CR2E034 (11/98)