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FILED
Feb 23, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F98000001507

1. Corporation Name
COMPUTER LEARNING CENTERS, INC. OF DELAWARE



Principal Place of Business Mailing Address
 11350 RANDOM HILLS ROAD 11350 RANDOM HILLS ROAD
 SUITE 240 SUITE 240
 FAIRFAX VA 22030 FAIRFAX VA 22030

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip Country 28 Zip Country
 24 25 29 30

3. Date Incorporated or Qualified
03/17/1998
 4. FEI Number Applied For
36-3501869 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 owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent
C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

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

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	BECHTLE, REID R	
STREET ADDRESS	11350 RANDOM RD, STE 240	
CITY-ST-ZIP	FAIRFAX VA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	COSGROVE, CHARLES L	
STREET ADDRESS	11350 RANDOM RD, STE 240	
CITY-ST-ZIP	FAIRFAX VA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	LUSTER, SUE	
STREET ADDRESS	11350 RANDOM RD, STE 240	
CITY-ST-ZIP	FAIRFAX VA	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	NASSER, MARK M	
STREET ADDRESS	11350 RANDOM RD, STE 240	
CITY-ST-ZIP	FAIRFAX VA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

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	BECHTLE, REID R.	
1.3 STREET ADDRESS	11350 RANDOM HILLS RD, STE 240	
1.4 CITY-ST-ZIP	FAIRFAX VA	
2.1 TITLE	P	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	CORSE, JOHN L.	
2.3 STREET ADDRESS	11350 RANDOM HILLS RD, STE 240	
2.4 CITY-ST-ZIP	FAIRFAX VA	
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
6.4 CITY-ST-ZIP		

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: MARK M. NASSER Date: _____ Daytime Phone #: **703-359-7703**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (1/98)