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Jan 21, 1999 8:00am
Secretary of State

01-21-1999 90049 011 ****70.00

NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F98000002173

1. Corporation Name

THE LEARNING INITIATIVE INCORPORATED

Principal Place of Business

316 WEST 12TH STREET
AUSTIN TX 78701-1840

Mailing Address

316 WEST 12TH STREET
AUSTIN TX 78701-1840



2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified
21	26	04/16/1998
Suite, Apt. #, etc.	Suite, Apt. #, etc.	4. FEI Number
22	27	74-2859814
City & State	City & State	5. Certificate of Status Desired <input checked="" type="checkbox"/> \$8.75 Additional Fee Required
23	28	
Zip	Country	6. Election Campaign Financing
24	25	Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
	29	30

9. Name and Address of Current Registered Agent

GLEDICH, NICHOLAS DR.
1003 FEATHERSTONE CIR.
OCOE FL 34761-3411

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 617.0502 and 617.1508, 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 617.0503, 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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	C <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HOLTZMAN, WAYNE H PH.D	1.2 NAME	
STREET ADDRESS	316 WEST 12TH STREET	1.3 STREET ADDRESS	
CITY-ST-ZIP	AUSTIN TX 78701-1840	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GLEDICH, NORA F	2.2 NAME	
STREET ADDRESS	1003 FEATHERSTONE CIR.	2.3 STREET ADDRESS	
CITY-ST-ZIP	OCOE FL 34761-3411	2.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WISNESKI, WILLIAM J	3.2 NAME	
STREET ADDRESS	786 STRAWBERRY HILL ROAD	3.3 STREET ADDRESS	
CITY-ST-ZIP	CONCORD MA 01742	3.4 CITY-ST-ZIP	
TITLE	P <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILLIAMSON, THOMAS A	4.2 NAME	
STREET ADDRESS	3400 MT. BONNELL ROAD	4.3 STREET ADDRESS	
CITY-ST-ZIP	AUSTIN TX 78731-5850	4.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILLIAMSON, KATHRYN W	5.2 NAME	
STREET ADDRESS	3400 MT. BONNELL ROAD	5.3 STREET ADDRESS	
CITY-ST-ZIP	AUSTIN TX 78731-5850	5.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SMITH, ANGELA	6.2 NAME	
STREET ADDRESS	9209 SIMMONS ROAD	6.3 STREET ADDRESS	
CITY-ST-ZIP	AUSTIN TX 78759	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 617, 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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

Thomas A. Williamson 1-5-99 512-708-9369

CR2E037 (11/98)