

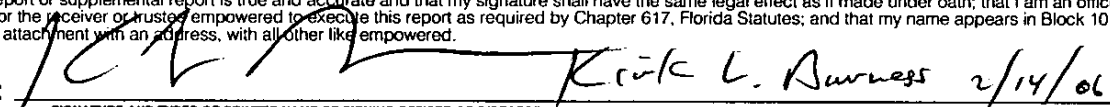


2006 NOT-FOR-PROFIT CORPORATION ANNUAL REPORT

FILED
Feb 17, 2006 8:00 am
Secretary of State

02-17-2006 90086 003 ****61.25

DOCUMENT # N05000000207 1. Entity Name BREAKTHROUGH LEARNING INTERNATIONAL, INC.					
Principal Place of Business 13770 58TH STREET NORTH, #305 CLEARWATER, FL 33760			Mailing Address 13770 58TH STREET NORTH, #305 CLEARWATER, FL 33760		
2. Principal Place of Business Suite, Apt. #, etc.		3. Mailing Address Suite, Apt. #, etc.		<div style="font-size: 2em; font-family: cursive;">40015448</div> 	
City & State		City & State			
Zip	Country	Zip	Country		
4. FEI Number <div style="font-size: 1.5em; font-family: cursive;">30-0290235</div>				Applied For <input type="checkbox"/> Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/>				\$8.75 Additional Fee Required	
6. Name and Address of Current Registered Agent BURNES, KIRK 1970 RIPON DR CLEARWATER, FL 33764				7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City FL Zip Code	
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.					
SIGNATURE _____ <small>Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE</small>					
Filing Fee is \$61.25 Due by May 1, 2006		9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/>		\$5.00 May Be Added to Fees	
Make check payable to Florida Department of State					
10. OFFICERS AND DIRECTORS			11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 10		
TITLE NAME STREET ADDRESS CITY-ST-ZIP	COBD BURNES, KIRK 1970 RIPON DR CLEARWATER, FL 33764	<input type="checkbox"/> Delete			
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DOA BRUCE, CYNTHIA 1231 S. HERCULES AVE. CLEARWATER, FL 33764	<input type="checkbox"/> Delete			
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S WILSON, CYNTHIA 300 N. PRESCOTT AVE. CLEARWATER, FL 34615	<input type="checkbox"/> Delete			
TITLE NAME STREET ADDRESS CITY-ST-ZIP	 	<input type="checkbox"/> Delete			
TITLE NAME STREET ADDRESS CITY-ST-ZIP	 	<input type="checkbox"/> Delete			
TITLE NAME STREET ADDRESS CITY-ST-ZIP	 	<input type="checkbox"/> Delete			
TITLE NAME STREET ADDRESS CITY-ST-ZIP	 	<input type="checkbox"/> Delete			
12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.					
SIGNATURE:  Kirk L. Burnes 2/14/06 <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #</small>					