

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

PROFIT CORPORATION ANNUAL REPORT 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P10536 (1)
1. Corporation Name
LEARNING TECHNOLOGIES LTD. INC.



Principal Place of Business Mailing Address
**ABBOTT BLDG., 2ND FL., P.O. BOX 933
ROAD TOWN, TORTOLA, BRITISH VIRGIN ISLAND**

3. Date Incorporated or Qualified **06/23/1986** 3a. Date of Last Report **01/30/1995**
4. FEI Number **59-2621441** 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

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

9. Name and Address of Current Registered Agent
**BATTEN, MICHAEL R.
BARNETT REGENCY TOWER
9550 REGENCY SOAURE BLVD., STE 1108
JACKSONVILLE FL 32225**

10. Name and Address of New Registered Agent
81 Name **Same**
82 Street Address (P.O. Box Number is Not Acceptable) **1540 The Greens Way**
83
84 City **Jacksonville Beach** FL 85 Zip Code **32250**

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 607.0503, Florida Statutes.

SIGNATURE _____ (Type or print name of registered agent and Florida address) (Type or print name of registered agent and Florida address) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	SMATHERS, BRUCE A.	
STREET ADDRESS	ONE INDEPENDENT DR., STE. 2201	
CITY - ST - ZIP	JACKSONVILLE FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SMITH, HASKELL W	
STREET ADDRESS	4302 EVERGREEN LANE, STE 101	
CITY - ST - ZIP	ANNANDALE VA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	HOLMES, PETER	
STREET ADDRESS	9855 REGENCY SQUARE BLVD., APT. 111	
CITY - ST - ZIP	JACKSONVILLE FL	
TITLE	D	<input type="checkbox"/> DELETE
NAME	PARKER, ROBERT A. JR.	
STREET ADDRESS	229 PEACHTREE ST., STE. 2700	
CITY - ST - ZIP	ATLANTA GA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	SANDERS, CARL E.	
STREET ADDRESS	600 PEACHTREE ST., STE. 5200	
CITY - ST - ZIP	ATLANTA GA	
TITLE	DP	<input type="checkbox"/> DELETE
NAME	SCHEIDEL, HERBERT W.	
STREET ADDRESS	1224 THE STRAND	
CITY - ST - ZIP	NEPTUNE BCH. FL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2. NAME	
3. STREET ADDRESS	
4. CITY - ST - ZIP	
5. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6. NAME	
7. STREET ADDRESS	
8. CITY - ST - ZIP	
9. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
10. NAME	
11. STREET ADDRESS	
12. CITY - ST - ZIP	
13. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
14. NAME	
15. STREET ADDRESS	
16. CITY - ST - ZIP	
17. TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
18. NAME	
19. STREET ADDRESS	
20. CITY - ST - ZIP	

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RWC

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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.

SIGNATURE: *Robert A. Parker, Jr.* **Robert A. Parker, Jr.** 4/29/96 404-420-4635
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR DATE DAYTIME PHONE #

CR2E034 (12/95)