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May 14 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P27004** (1)

1. Corporation Name

JOSTENS LEARNING CORPORATION

Principal Place of Business

**7878 NORTH 16TH ST
STE - 100
PHONIX AZ 85020
US**

Mailing Address

**7878 NORTH 16TH STREET
SUITE 100
PHEONIX AS 85020-4451
US**



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/21/1989	3a. Date of Last Report 05/01/1996
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 37-0924533	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
1200 S. 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
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

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	CPD	1.1 TITLE	CPD
NAME	SANDERSON, STANLEY	1.2 NAME	DR. TERRY CRANE
STREET ADDRESS	9920 PACIFIC HEIGHTS BLVD / STE - 100	1.3 STREET ADDRESS	9920 PACIFIC HEIGHTS BLVD / STE 500
CITY - ST - ZIP	SAN DIEGO CA	1.4 CITY - ST - ZIP	SAN DIEGO CA
TITLE	D	2.1 TITLE	VP
NAME	BUHRMASTER, ROBERT C	2.2 NAME	HEDGES, CURTIS
STREET ADDRESS	9920 PACIFIC HEIGHTS BLVD STE 500	2.3 STREET ADDRESS	7878 NORTH 16TH ST. STE 100
CITY - ST - ZIP	SAN DIEGO CA	2.4 CITY - ST - ZIP	PHONIX, AZ 85020
TITLE	VP	3.1 TITLE	
NAME	RUSSELL, JOYCE	3.2 NAME	
STREET ADDRESS	9920 PACIFIC HEIGHTS BLVD STE 500	3.3 STREET ADDRESS	
CITY - ST - ZIP	SAN DIEGO CA	3.4 CITY - ST - ZIP	
TITLE	S	4.1 TITLE	
NAME	VENABLE, STEPHEN	4.2 NAME	
STREET ADDRESS	9920 PACIFIC HEIGHTS BLVD STE 500	4.3 STREET ADDRESS	
CITY - ST - ZIP	SAN DIEGO CA	4.4 CITY - ST - ZIP	
TITLE	D	5.1 TITLE	
NAME	SHAFFER, DAVID H	5.2 NAME	
STREET ADDRESS	9920 PACIFIC HEIGHTS BLVD	5.3 STREET ADDRESS	
CITY - ST - ZIP	SAN DIEGO CA	5.4 CITY - ST - ZIP	
TITLE	D	6.1 TITLE	
NAME	KRUPKA, MICHAEL A	6.2 NAME	
STREET ADDRESS	9920 PACIFIC HEIGHTS BLVD STE 500	6.3 STREET ADDRESS	
CITY - ST - ZIP	SAN DIEGO CA	6.4 CITY - ST - ZIP	

14. I do 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 attachment with an address.

SIGNATURE:

Curtis Hedges
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone #

CR2E034 (9/96)