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Apr 22 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P96000046492 (0)
1. Corporation Name
TUTOR TIME MERGER CORP.



Principal Place of Business: 4517 N.W. 31ST AVENUE FORT LAUDERDALE FL 33309
Mailing Address: 4517 N.W. 31ST AVENUE FORT LAUDERDALE FL 33309-0400

2. Principal Place of Business: 21 621 NW 53rd St. Suite 450 Boca Raton FL 33487
2a. Mailing Address: 26 621 NW 53rd St. Suite 450 Boca Raton FL 33487
23. City & State: Boca Raton FL
24. Zip: 33487
25. Country: Palm Beach

3. Date Incorporated or Qualified: 05/30/1996
3a. Date of Last Report
4. FEI Number
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

9. Name and Address of Current Registered Agent: ARMAS, LILIANA 1221 BRICKELL AVENUE SUITE 2100 MIAMI FL 33101

10. Name and Address of New Registered Agent: 81 Name: Neesa B. Warlen
82 Street Address: 621 N.W. 53rd Street
83 Suite 450
84 City: Boca Raton FL 85 Zip Code: 33487

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: Neesa Warlen DATE: 4/3/97

12. OFFICERS AND DIRECTORS

TITLE	D	WEISSMAN, MICHAEL	4517 N.W. 31ST AVENUE FORT LAUDERDALE FL 33309
TITLE	D	WEISSMAN, RICHARD S	4517 N.W. 31ST AVENUE FORT LAUDERDALE FL 33309
TITLE			
TITLE			
TITLE			
TITLE			

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Change	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP
2.1 TITLE	Change	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP
3.1 TITLE	Change	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP
4.1 TITLE	Change	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP
5.1 TITLE	Change	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP
6.1 TITLE	Change	6.2 NAME	6.3 STREET ADDRESS	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 an attachment with an address.

SIGNATURE: [Signature] DATE: 4-10-97 (561) 994-6226

CR2E034 (9/96)