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Feb 06 1998 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1998</b>		 FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT # P97000076897 (2)</b> 1. Corporation Name <b>INSTRUCTIONAL SOLUTIONS, INC.</b>			
Principal Place of Business <b>526 AVENUE A</b> <b>MELBOURNE BEACH FL 32951</b>		Mailing Address <b>526 AVENUE A</b> <b>MELBOURNE BEACH FL 32951</b>	
2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	
3. Name and Address of Current Registered Agent <b>O'BRIEN, JAMES M</b> <b>1688 WEST HIBISCUS BLVD</b> <b>MELBOURNE FL 32901</b>		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 _____ DATE _____ <small>Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)</small>			
12. OFFICERS AND DIRECTORS TITLE NAME STREET ADDRESS CITY-ST-ZIP [ ] DELETE		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP [ ] Change [ ] Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP [ ] DELETE		2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP [ ] Change [ ] Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP [ ] DELETE		3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP [ ] Change [ ] Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP [ ] DELETE		4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP [ ] Change [ ] Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP [ ] DELETE		5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP [ ] Change [ ] Addition	
TITLE NAME STREET ADDRESS CITY-ST-ZIP [ ] DELETE		6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP [ ] Change [ ] Addition	



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified <b>09/05/1997</b>	
4. FEI Number <b>59-3471866</b>	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

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 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]*

1/6/98

CR2E034 (10/97)