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Apr 03 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 # S63974 (7)
1. Corporation Name
LEARNING APPLICATIONS, INC.



Principal Place of Business
P.O. BOX 6933
ORLANDO FL 32853

Mailing Address
P.O. BOX 6933
ORLANDO FL 32853

3. Date Incorporated or Qualified 06/27/1991	3a. Date of Last Report 04/17/1996
4. FEI Number 59-3116736	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 1400 Bonnie Burn Cir. Suite, Apt. #, etc. 22 1400 Bonnie Burn Cir. City & State 23 Winter Park FL Zip 24 32789	2a. Mailing Address 26 1400 Bonnie Burn Cir. Suite, Apt. #, etc. 27 1400 Bonnie Burn Cir. City & State 28 Winter Park FL Zip 29 32789
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9. Name and Address of Current Registered Agent

LEFKOWITZ, IVAN M.
430 NORTH MILLS AVE.
ORLANDO FL

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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	OP	1.1 TITLE	
NAME	RAY, ROGER	1.2 NAME	
STREET ADDRESS	1400 BONNIE BURN CIR	1.3 STREET ADDRESS	
CITY-ST-ZIP	WINTER PARK FL 32789	1.4 CITY-ST-ZIP	Winter Park FL 32789
TITLE	DST	2.1 TITLE	
NAME	DEUTSCH, PAUL M., PH.D.	2.2 NAME	
STREET ADDRESS	2208 HILLCREST ST.	2.3 STREET ADDRESS	
CITY-ST-ZIP	ORLANDO FL 32803	2.4 CITY-ST-ZIP	Orlando, FL 32803
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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, supplemental annual report, or 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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/25/97

407-645-3234

Date

Daytime Phone

CR2E034 (9/96)