

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED

May 15 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 # V33559 (8)
1. Corporation Name
QUANTUM LEARNING SYSTEMS, INC.



Principal Place of Business 1111 S.W. 17TH ST. OCALA FL 34474 US	Mailing Address 1111 SW 17TH ST OCALA FL 34474-3526 US
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2. Principal Place of Business 21 3300 SW 34 Ave Suite, Apt. #, etc. 22 102 City & State 23 Ocala, FL Zip 24 34474 Country 25 US	2a. Mailing Address 26 3300 SW 34 Ave Suite, Apt. #, etc. 27 102 City & State 28 Ocala, FL Zip 29 34474 Country 30 US	3. Date Incorporated or Qualified 04/28/1992 3a. Date of Last Report 01/23/1996 4. FEI Number 59-3128469 Applied For 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 type="checkbox"/> Yes <input type="checkbox"/> No
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9. Name and Address of Current Registered Agent ISENHOUR, JAMES K 1111 SW 17TH ST OCALA FL 34474	10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 3300 SW 34 Ave 84 Suite 102 City Ocala, FL 85 Zip Code 34474
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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]* DATE: 4-28-97
(NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DCEO ISENHOUR, JAMES KIRK 1111 SW 17TH ST OCALA FL	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	Change to above Address
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D SMITH, ALFRED E 1111 SW 17TH ST OCALA FL	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	change to above Address
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D BROWN, DOUG 1111 SW 17TH ST OCALA FL	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	Change to above Address
TITLE NAME STREET ADDRESS CITY-ST-ZIP	DS NAHAS, TANZEE 1111 SW 17TH ST OCALA FL	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	change to above Address
TITLE NAME STREET ADDRESS CITY-ST-ZIP	Taylor Butler Director + V.P.	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	Taylor Butler 3300 SW 34 Ave Suite 102 Ocala, FL 34474
TITLE NAME STREET ADDRESS CITY-ST-ZIP		6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	Director + V.P.

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: 4-28-97 360-893-7257
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)