
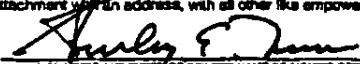


**FILED**  
**Mar 18, 2004 8:00 am**  
**Secretary of State**

**2004 FOR PROFIT CORPORATION ANNUAL REPORT**

03-18-2004 90028 040 \*\*\*150.00

<b>DOCUMENT # F96000004319</b>			
1. Entity Name <b>KNOWLEDGE LEARNING ENTERPRISES, INC.</b>			
Principal Place of Business <b>573 PARK POINT DRIVE GOLDEN, CO 80401</b>		Mailing Address <b>573 PARK POINT DRIVE GOLDEN, CO 80401</b>	
2. Principal Place of Business		3. Mailing Address <b>1250 Fourth Street</b>	
Suite, Apt. #, etc.		Suite, Apt. #, etc. <b>Suite 550</b>	
City & State		City & State <b>Santa Monica, CA</b>	
Zip	Country	Zip	Country
<b>90401</b>	<b>USA</b>	<b>90401</b>	<b>USA</b>
4. Name and Address of Current Registered Agent <b>C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324</b>		7. Name and Address of New Registered Agent	
Name		Name	
Street Address (P.O. Box Number is Not Acceptable)		Street Address (P.O. Box Number is Not Acceptable)	
City		City	
		<b>FL</b> Zip Code	
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.			
SIGNATURE _____ DATE _____ <small>Signature, typed or print name of registered agent and title if applicable. NOTE: Registered Agent signature required when re-registering.</small>			
FILE NOW!!! FEE IS \$150.00 After May 1, 2004 Fee will be \$550.00		9. Election Campaign Financing Trust Fund Contributor. <input type="checkbox"/> \$5.00 May Be Added to Fees	
10. OFFICERS AND DIRECTORS		11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11	
TITLE	<b>PD</b> <input checked="" type="checkbox"/> Delete	TITLE	<b>CEO/D</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>WHEATLEY, JEFF</b>	NAME	<b>Reymann, Thomas A.</b>
STREET ADDRESS	<b>1101 MARKET ST</b>	STREET ADDRESS	<b>1250 Fourth Street, Suite 550</b>
CITY-ST-ZIP	<b>PHILADELPHIA, PA 19107</b>	CITY-ST-ZIP	<b>Santa Monica, CA 90401</b>
TITLE	<b>S</b> <input type="checkbox"/> Delete	TITLE	<b>V/S/T</b> <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>VANVEEN, PETER</b>	NAME	<b>VanVeen, Peter</b>
STREET ADDRESS	<b>1101 MARKET STREET</b>	STREET ADDRESS	<b>573 Park Point Drive</b>
CITY-ST-ZIP	<b>PHILADELPHIA, PA 19107</b>	CITY-ST-ZIP	<b>Golden, CO 80401</b>
TITLE	<b>VP</b> <input checked="" type="checkbox"/> Delete	TITLE	<b>P/D</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>MARINO, ALEXANDER P</b>	NAME	<b>Yalow, Elaine S.</b>
STREET ADDRESS	<b>1101 MARKET STREET</b>	STREET ADDRESS	<b>4340 Redwood Hwy., Bldg. B</b>
CITY-ST-ZIP	<b>PHILADELPHIA, PA 19107</b>	CITY-ST-ZIP	<b>San Rafael, CA 94903</b>
TITLE	<b>DT</b> <input checked="" type="checkbox"/> Delete	TITLE	<b>D</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>AUSTELL, BARBARA</b>	NAME	<b>Harch, Joseph</b>
STREET ADDRESS	<b>1101 MARKET ST</b>	STREET ADDRESS	<b>1250 Fourth Street, Suite 550</b>
CITY-ST-ZIP	<b>PHILADELPHIA, PA</b>	CITY-ST-ZIP	<b>Santa Monica, CA 90401</b>
TITLE	<input type="checkbox"/> Delete	TITLE	<b>V/D</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		NAME	<b>Cohn, Adam</b>
STREET ADDRESS		STREET ADDRESS	<b>1250 Fourth Street, Suite 550</b>
CITY-ST-ZIP		CITY-ST-ZIP	<b>Santa Monica, CA 90401</b>
TITLE	<input type="checkbox"/> Delete	TITLE	<b>D</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		NAME	<b>Finerman, Ralph</b>
STREET ADDRESS		STREET ADDRESS	<b>1250 Fourth Street</b>
CITY-ST-ZIP		CITY-ST-ZIP	<b>Santa Monica, CA 90401</b>
12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), Florida Statutes. I further certify that the information indicated on this report or supplementary 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 10 or Block 11 if changed, or on an attachment to an address, with all other like empowered.			
SIGNATURE: 		Stanley E. Maron, Secretary	
SIGNATURE AND TYPED OR PRINTED NAME OF SENIOR OFFICER OR DIRECTOR		Date	

J4UJ1401



01152004 Chg-P CR2E034 (10/03)

4. FEI Number **75-1304369** Applied For  Not Applicable

5. Certificate of Status Desired  \$8.75 Additional Fee Required

FL Zip Code

SIGNATURE

Signature, typed or print name of registered agent and title if applicable.

NOTE: Registered Agent signature required when re-registering.

DATE

FILE NOW!!! FEE IS \$150.00  
After May 1, 2004 Fee will be \$550.00

9. Election Campaign Financing  
Trust Fund Contributor.  \$5.00 May Be  
Added to Fees

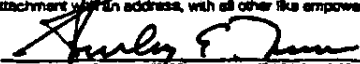
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11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11

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CITY-ST-ZIP	<b>PHILADELPHIA, PA 19107</b>	CITY-ST-ZIP	<b>Golden, CO 80401</b>
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NAME	<b>MARINO, ALEXANDER P</b>	NAME	<b>Yalow, Elaine S.</b>
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CITY-ST-ZIP	<b>PHILADELPHIA, PA 19107</b>	CITY-ST-ZIP	<b>San Rafael, CA 94903</b>
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TITLE	<input type="checkbox"/> Delete	TITLE	<b>V/D</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		NAME	<b>Cohn, Adam</b>
STREET ADDRESS		STREET ADDRESS	<b>1250 Fourth Street, Suite 550</b>
CITY-ST-ZIP		CITY-ST-ZIP	<b>Santa Monica, CA 90401</b>
TITLE	<input type="checkbox"/> Delete	TITLE	<b>D</b> <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		NAME	<b>Finerman, Ralph</b>
STREET ADDRESS		STREET ADDRESS	<b>1250 Fourth Street</b>
CITY-ST-ZIP		CITY-ST-ZIP	<b>Santa Monica, CA 90401</b>

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SIGNATURE:



Stanley E. Maron, Secretary

SIGNATURE AND TYPED OR PRINTED NAME OF SENIOR OFFICER OR DIRECTOR

Date

Corporate Phone #

Attachment

ATTACHMENT 11

KNOWLEDGE LEARNING ENTERPRISES, INC.

064 03828  
# F96 000 004319

ADDITIONAL OFFICERS

V/T

Tosetti, Paul  
573 Park Point Drive  
Golden, Colorado 80401

V/T

Fuller, Mark  
4340 Redwood Hwy., Bldg. B  
San Rafael, Ca 94903

V

Gard, Karen  
573 Park Point Drive  
Golden, Colorado 80401

V

Giel, Kathleen  
573 Park Point Drive  
Golden, Colorado 80401

V

Bergen, Sharon  
573 Park Point Drive  
Golden, Colorado 80401

V

Mitchell, Matthew  
573 Park Point Drive  
Golden, Colorado 80401

V/AS

Armstrong, Leslie  
573 Park Point Drive  
Golden, Colorado 80401

S

Maron, Stanley E.  
1250 Fourth Street, 5<sup>th</sup> Floor  
Santa Monica, California 90401

AS

Kyman, David S.  
1250 Fourth Street, Suite 550  
Santa Monica, California 90401

Attachment

06403828

ATTACHMENT 11

KNOWLEDGE LEARNING CORPORATION

ADDITIONAL OFFICERS

# F96000004319

V/D

Cohn, Adam  
1250 Fourth Street, Suite 550  
Santa Monica, Ca 90401

V

Gard, Karen  
573 Park Point Drive  
Golden, Colorado 80401

V

Giel, Kathleen  
573 Park Point Drive  
Golden, Colorado 80401

V

Bergen, Sharon  
573 Park Point Drive  
Golden, Colorado 80401

V

Mitchell, Matthew  
573 Park Point Drive  
Golden, Colorado 80401

V/AS

Armstrong, Leslie  
573 Park Point Drive  
Golden, Colorado 80401

AS

Kyman, David S.  
1250 Fourth Street, Suite 550  
Santa Monica, California 90401