

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

Pg 1 of 2

PROFIT CORPORATION ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000005445 (1)
 1. Corporation Name
KINDERCARE REAL ESTATE CORP.



Principal Place of Business 2400 PRESIDENTS DRIVE MONTGOMERY AL 36116	Mailing Address 2400 PRESIDENTS DRIVE MONTGOMERY AL 36116
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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
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3. Date Incorporated or Qualified 10/20/1994	3a. Date of Last Report 05/01/1995
4. FEI Number 63-1120501	Applied For Not Applicable
5. Certificate of Status Desired	<input checked="" 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	

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324**

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 _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	GEARREALD, TULL N JR	
STREET ADDRESS	2400 PRESIDENTS DRIVE	
CITY-ST-ZIP	MONTGOMERY AL 36116	
TITLE	CFOV	<input type="checkbox"/> DELETE
NAME	MASLOW, PHILIP L	
STREET ADDRESS	2400 PRESIDENTS DRIVE	
CITY-ST-ZIP	MONTGOMERY AL 36116	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MASLOW, PHILIP L	
STREET ADDRESS	2400 PRESIDENTS DRIVE	
CITY-ST-ZIP	MONTGOMERY AL 36116	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	BROCK, PATRICIA A	
STREET ADDRESS	2400 PRESIDENTS DRIVE	
CITY-ST-ZIP	MONTGOMERY AL 36116	
TITLE	VC	<input type="checkbox"/> DELETE
NAME	BAILEY, WILLIAM E	
STREET ADDRESS	2400 PRESIDENTS DRIVE	
CITY-ST-ZIP	MONTGOMERY AL 36116	
TITLE	TAS	<input checked="" type="checkbox"/> DELETE
NAME	HOLLON, JAN R	
STREET ADDRESS	2400 PRESIDENTS DRIVE	
CITY-ST-ZIP	MONTGOMERY AL 36116	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Chief Executive Officer / Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Sandra Scarr, Ph.D.	
1.3 STREET ADDRESS	2400 Presidents Drive	
1.4 CITY-ST-ZIP	Montgomery, AL 36116	
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE	VP/Treasurer	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	Robert H. Fries	
6.3 STREET ADDRESS	2400 Presidents Drive	
6.4 CITY-ST-ZIP	Montgomery, AL 36116	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), 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:  **Robert H. Fries** **4/26/96** **(334) 277-5090**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (12/95)

KinderCare Real Estate Corp.
 2400 Presidents Drive
 Montgomery, Alabama 36116
 FEIN 63-1120501
 OFFICER LIST

F94000005445

Revised 6/30/95

pg 2 of 2

POSITION	NAME & BUSINESS ADDRESS	RESIDENT ADDRESS
PRESIDENT	SANDRA SCARR, Ph.D. KINDERCARE LEARNING CENTERS, INC. 2400 Presidents Drive Montgomery, Alabama 36116	2636 Capstone Drive Montgomery, Alabama 36106
EXECUTIVE VICE PRESIDENT/CFO	PHILIP L. MASLOWE KINDERCARE LEARNING CENTERS, INC. 2400 Presidents Drive Montgomery, Alabama 36116	8131 Dogwood Lane Montgomery, Alabama 36117
VICE PRESIDENT/CONTROLLER	WILLIAM E. BAILEY KINDERCARE LEARNING CENTERS, INC. 2400 Presidents Drive Montgomery, Alabama 36116	3143 Lexington Road Montgomery, Alabama 36106
VICE PRESIDENT/SECRETARY	REBECCA S. BRYAN KINDERCARE LEARNING CENTERS, INC. 2400 Presidents Drive Montgomery, Alabama 36116	3615 Hillview Close Montgomery, Alabama 36106
ASSISTANT SECRETARY	ANGELA L. COONER KINDERCARE LEARNING CENTERS, INC. 2400 Presidents Drive Montgomery, Alabama 36116	4113 Denton Drive Montgomery, AL 36106
VICE PRESIDENT/TREASURER	ROBERT H. FRIES KINDERCARE LEARNING CENTERS, INC. 2400 Presidents Drive Montgomery, Alabama 36116	3712 Everett Drive Montgomery, AL 36106
ASSISTANT SECRETARY(Real Estate)	PATRICIA A. BROCK KINDERCARE LEARNING CENTERS, INC. 2400 Presidents Drive Montgomery, Alabama 36116	5766 Belleau Drive Montgomery, AL 36117

BOARD OF DIRECTORS	BUSINESS ADDRESS	RESIDENT ADDRESS
SANDRA SCARR, Ph.D.	KINDERCARE LEARNING CENTERS, INC. 2400 Presidents Drive Montgomery, Alabama 36116	2636 Capstone Drive Montgomery, Alabama 36106
PHILIP L. MASLOWE	KINDERCARE LEARNING CENTERS, INC. 2400 Presidents Drive Montgomery, Alabama 36116	8131 Dogwood Lane Montgomery, Alabama 36117