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May 08 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 # 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 36116-1616**

3. Date Incorporated or Qualified: **10/20/1994**
 3a. Date of Last Report: **05/01/1996**

2. Principal Place of Business (21-24)
 2a. Mailing Address (25-30)

4. FEI Number: **63-1120501**
 5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
 6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes 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 (81-85)

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	CEO	<input checked="" type="checkbox"/> DELETE
NAME	SCARR, SANDRA P	
STREET ADDRESS	2400 PRESIDENTS DRIVE	
CITY- ST- ZIP	MONTGOMERY AL	
TITLE	CFO	<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 checked="" 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	VPT	<input type="checkbox"/> DELETE
NAME	FRIES, ROBERT H	
STREET ADDRESS	2400 PRESIDENTS DRIVE	
CITY- ST- ZIP	MONTGOMERY AL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	CEO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Johnson, David J	
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	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Cooner, Angela L.	
4.3 STREET ADDRESS	2400 Presidents Drive	
4.4 CITY- ST- ZIP	Montgomery, AL 36116	
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		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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 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: _____ DATE: **4/29/97** DAYTIME PHONE #: **(334) 277-5090**

CR2E034 (9/96)

Revised February 1997

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

POSITION	NAME & BUSINESS ADDRESS	RESIDENT ADDRESS
PRESIDENT	DAVID J. JOHNSON KINDERCARE LEARNING CENTERS, INC. 2400 Presidents Drive Montgomery, Alabama 36116	12621 S.W. Edgecliff Road Portland, OR 97219
EXECUTIVE VICE PRESIDENT/CFO	PHILIP L. MASLOWE KINDERCARE LEARNING CENTERS, INC. 2400 Presidents Drive Montgomery, Alabama 36116	3300 Evergreen Hill Montgomery, Alabama 36106
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

BOARD OF DIRECTORS	BUSINESS ADDRESS	RESIDENT ADDRESS
DAVID J. JOHNSON	KINDERCARE LEARNING CENTERS, INC. 2400 Presidents Drive Montgomery, Alabama 36116	12621 S.W. Edgecliff Road Portland, OR 97219
PHILIP L. MASLOWE	KINDERCARE LEARNING CENTERS, INC. 2400 Presidents Drive Montgomery, Alabama 36116	3300 Evergreen Hill Montgomery, Alabama 36106