

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

FILED
Mar 19 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Moghanm 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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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
10/20/1994

2. Principal Place of Business	2a. Mailing Address
21 650 NE HOLLADAY Suite, Apt. #, etc.	26 650 NE HOLLADAY Suite, Apt. #, etc.
22 SUITE 1400 - TAX DEPT. City & State	27 SUITE 1400 - TAX DEPT. City & State
23 PORTLAND, OR Zip Country	28 PORTLAND, OR Zip Country
24 97232	29 97232

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 owes or has paid the current year intangible Personal Property Tax due June 30. 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 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

11. Pursuant to the provisions of Sections 607.0502 and 607.1506, 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.

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

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEOD	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JOHNSON, DAVID J	1.2 NAME	
STREET ADDRESS	2400 PRESIDENTS DRIVE	1.3 STREET ADDRESS	650 NE HOLLADAY, SUITE 1400
CITY-ST-ZIP	MONTGOMERY AL	1.4 CITY-ST-ZIP	PORTLAND, OR. 97232
TITLE	CFOV	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MASLOW, PHILIP L	2.2 NAME	BETH A. UCORETZ
STREET ADDRESS	2400 PRESIDENTS DRIVE	2.3 STREET ADDRESS	650 NE HOLLADAY, SUITE 1400
CITY-ST-ZIP	MONTGOMERY AL 36116	2.4 CITY-ST-ZIP	PORTLAND, OR. 97232
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MASLOW, PHILIP L	3.2 NAME	BRUCE A. WALTERS
STREET ADDRESS	2400 PRESIDENTS DRIVE	3.3 STREET ADDRESS	650 NE HOLLADAY, SUITE 1400
CITY-ST-ZIP	MONTGOMERY AL 36116	3.4 CITY-ST-ZIP	PORTLAND, OR. 97232
TITLE	AS	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	COONER, ANGELA L	4.2 NAME	EVA M. KRIPALANI
STREET ADDRESS	2400 PRESIDENTS DRIVE	4.3 STREET ADDRESS	650 NE HOLLADAY, SUITE 1400
CITY-ST-ZIP	MONTGOMERY AL	4.4 CITY-ST-ZIP	PORTLAND, OR. 97232
TITLE	VC	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BAILEY, WILLIAM E	5.2 NAME	DAN R. JACKSON
STREET ADDRESS	2400 PRESIDENTS DRIVE	5.3 STREET ADDRESS	650 NE HOLLADAY, SUITE 1400
CITY-ST-ZIP	MONTGOMERY AL 36116	5.4 CITY-ST-ZIP	PORTLAND, OR. 97232
TITLE	VPT	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	FRIES, ROBERT H	6.2 NAME	WILLIAM O. ROBAROS, JR.
STREET ADDRESS	2400 PRESIDENTS DRIVE	6.3 STREET ADDRESS	650 NE HOLLADAY, SUITE 1400
CITY-ST-ZIP	MONTGOMERY AL	6.4 CITY-ST-ZIP	PORTLAND, OR. 97232

14. I 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: David A. Benedict DAVID A. BENEDET 2-11-98 503 872-1300
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone # 0496138

CR2E034 (10/97)

KinderCare Real Estate Corp.
Officer Listing

3/10/98

David J. Johnson
President

Business Address
KinderCare Learning Centers, Inc.
650 NE Holladay, Suite 1400
Portland, OR 97232

Beth A. Ugoretz
Executive Vice President and Assistant Secretary

Business Address
KinderCare Learning Centers, Inc.
650 NE Holladay, Suite 1400
Portland, OR 97232

Bruce A. Walters
Senior Vice President and Chief Development Office

Business Address
KinderCare Learning Centers, Inc.
650 NE Holladay, Suite 1400
Portland, OR 97232

Dan R. Jackson
Vice President and Treasurer

Business Address
KinderCare Learning Centers, Inc.
650 NE Holladay, Suite 1400
Portland, OR 97232

Eva M. Kripalani
Vice President and Secretary

Business Address
KinderCare Learning Centers, Inc.
650 NE Holladay, Suite 1400
Portland, OR 97232

David A. Benedict
Vice President of Corporate Tax

Business Address
KinderCare Learning Centers, Inc.
650 NE Holladay, Suite 1400
Portland, OR 97232

KinderCare Real Estate Corp.

Officer Listing

3/10/98

William O. Robards, Jr.
Vice President, Real Estate

Business Address
KinderCare Learning Centers, Inc.
650 NE Holladay, Suite 1400
Portland, OR 97232
