

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

FILED
Apr 22, 1999 8:00 am
Secretary of State

04-22-1999 90159 027 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000005445

1. Corporation Name
KINDERCARE REAL ESTATE CORP.



Principal Place of Business 650 NE HOLLADAY SUITE 1400 - TAX DEPT PORTLAND OR 97232 US	Mailing Address 650 NE HOLLADAY SUITE 1400 - TAX DEPT PORTLAND OR 97232 US
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 10/20/1994	4. FEI Number 63-1120501	Applied For <input type="checkbox"/> 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 owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No		

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29
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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 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code
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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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEOD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JOHNSON, DAVID J	1.2 NAME	
STREET ADDRESS	650 NE HOLLADAY, SUITE 1400	1.3 STREET ADDRESS	
CITY-ST-ZIP	PORTLAND OR 97232	1.4 CITY-ST-ZIP	
TITLE	V VEORETZ <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VEORETZ, BETH A	2.2 NAME	
STREET ADDRESS	650 NE HOLLADAY, SUITE 1400	2.3 STREET ADDRESS	
CITY-ST-ZIP	PORTLAND OR 97232	2.4 CITY-ST-ZIP	
TITLE	V WALTERS <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WALTER, BRUCE A	3.2 NAME	
STREET ADDRESS	650 NE HOLLADAY, SUITE 1400	3.3 STREET ADDRESS	
CITY-ST-ZIP	PORTLAND OR 97232	3.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KRIPALANI, EVA M	4.2 NAME	
STREET ADDRESS	650 NE HOLLADAY, SUITE 1400	4.3 STREET ADDRESS	
CITY-ST-ZIP	PORTLAND OR 97232	4.4 CITY-ST-ZIP	
TITLE	VT <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JACKSON, DAN R	5.2 NAME	
STREET ADDRESS	650 NE HOLLADAY, SUITE 1400	5.3 STREET ADDRESS	
CITY-ST-ZIP	PORTLAND OR 97232	5.4 CITY-ST-ZIP	
TITLE	V ROBARDS <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROBARDS, WILLIAM O JR	6.2 NAME	
STREET ADDRESS	650 NE HOLLADAY, SUITE 1400	6.3 STREET ADDRESS	
CITY-ST-ZIP	PORTLAND OR 97232	6.4 CITY-ST-ZIP	

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, with all other like empowered.

SIGNATURE: DAVID A. BENEDET **SIGNATURE REQUIRED** DAVID A. BENEDET (503) 871-1376
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)

KinderCare Real Estate Corp.
Officer Listing

389852-90159-27

#F940000545

3/29/99

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

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650 NE Holladay, Suite 1400
Portland, OR 97232



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3/29/99

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

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Portland, OR 97232
