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Feb 03 1998 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F93000001356 (5)

1. Corporation Name

BRIGHT HORIZONS CHILDREN'S CENTERS, INC.



Principal Place of Business

Mailing Address

ONE KENDALL SQUARE, BLDG 200
CAMBRIDGE MA 02139
US

ONE KENDALL SQUARE, BLDG 200
CAMBRIDGE MA 02139
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip Country

28 Zip Country

24 25

29 30

9. Name and Address of Current Registered Agent

3. Date Incorporated or Qualified

03/18/1993

4. FEI Number

04-2949680

Applied For

Not Applicable

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

CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PALMATION FL 33324

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

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

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

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE D
NAME BEKENSTEIN, JOSHUA
STREET ADDRESS TWO COPLEY PLACE
CITY-ST-ZIP BOSTON MA 02118

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE D
NAME BENSON, ROBERT S
STREET ADDRESS 32177 HWY 103
CITY-ST-ZIP EVERGREEN CO

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE DC
NAME BROWN, ROGER H
STREET ADDRESS ONE KENDALL SQUARE, BLDG 200
CITY-ST-ZIP CAMBRIDGE MA

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE DPT
NAME MASON, LINDA A
STREET ADDRESS ONE KENDALL SQUARE, BLDG 200
CITY-ST-ZIP CAMBRIDGE MA

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE D
NAME NEWMARK, GREGG S
STREET ADDRESS 222 WEST ADAMS STREET
CITY-ST-ZIP CHICAGO IL

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE D
NAME PARIZEAU, ERNEST
STREET ADDRESS 40 WILLIAM ST STE 305
CITY-ST-ZIP WELLESLEY MA

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

ADDITIONAL DIRECTORS
AND OFFICERS
ATTACHED

700002420507
-02/03/98--01090--029
***150.00

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

CR2E034 (10/97)

BRIGHT HORIZONS BOARD MEMBERS

<http://www.bright Horizons.com>

ROGER H. BROWN

Chief Executive Officer
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Asst: Angela Lyons

ERNEST C. PARIZEAU

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Fax: 617-237-6270
Email: ernest.c.parizeau@norwest.com
Asst: Katherine Masterson

~~GREGG S. NEWMARK~~

~~William Blair Capital Partners
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Asst: Karen