2007 FOR PROFIT CORPORATION

FILED Apr 30, 2007 08:00 Al Secretary of State

(415)278-7000

	ANN	JAL REPURI	
DOCUMENT # F 1. Entity Name GYMBOREE OPERAT			
Principal Place of Business 500 HOWARD STREET SAN FRANCISCO, CA 94105	US	Mailing Address 500 HOWARD STREET SAN FRANCISCO, CA 94105	US



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TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (11/05) 04102007 No Chg-P

Applied For 4. FEI Number 94-3206463 Not Applicable \$8.75 Additional 5. Certificate of Status Desired Fee Required

6. Name and Address of Current Registered Agent

THE PRENTICE HALL CORPORATION SYSTEM, INC. 1201 HAYS ST., #105 TALLAHASSEE, FL 32301

DO

DO NOT WRITE IN THIS SPACE

			<u> </u>						
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.									
SIGNATURE_	Signature, typed or printed name of registered agent and title	if applicable (NOTE: Registers	d Agent signature	required when reinstating)	DATE				
	E NOW!!! FEE IS \$150.00 ay 1, 2007 Fee will be \$550.00	Election Campaign Final Trust Fund Contribution.	i ncing	\$5.00 May Be Added to Fees					
10.	OFFICERS AND DIREC	CTORS							
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD MCCAULEY, MATTHEW 500 HOWARD STREET SAN FRANCISCO, CA 94105				ՄՕՕՕՕՕ742390 05/15/07–80067–008 150.Փ				
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP GUSTAFSON, LYNDA 500 HOWARD STREET SAN FRANCISCO, CA 94105								
TITLE NAME STREET ADDRESS CITY-SI-ZIP	S ARMSTRONG, MARINA 500 HOWARD STREET SAN FRANCISCO, CA 94105			DO	NOT WRITE				
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D LAMBERT, BLAIR 500 HOWARD ST SAN FRANCISCO, CA 94105			IN "	THIS SPACE				
TITLE NAME STREET ADDRESS CITY-ST-ZIP									
TITLE NAME STREET ADDRESS CITY-ST-ZIP									
12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that I am an officer or director of the corporation or the receiver of trustee expowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attackprent with an address with all other like empowered.									

LYNDA GUSTAFSON