

F9500000856

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

1311 Executive Center Drive, Ste. 200

Address

Tallahassee, Fla. 32301 (904) 656-0290

City

State

Zip

Phone

CORPORATION(S) NAME

000001411710
02/21/95 01083-013
*****50.00 *****50.00

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger <i>mtu</i> |
| <input type="checkbox"/> NonProfit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Resurrection | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS / G/S |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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W.P. Verifier

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CERTIFIED COPY OF RESOLUTION

CORPORATION ADOPTING A FICTITIOUS NAME FOR USE
IN THE STATE OF FLORIDA

I, THE UNDERSIGNED President, DO HEREBY
CERTIFY THAT THE FOLLOWING IS A TRUE, COMPLETE AND CORRECT COPY OF A
CERTAIN RESOLUTION OF THE BOARD OF DIRECTORS OF KC DEVELOPMENT CORP., A
CORPORATION DULY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF
Delaware, WHICH RESOLUTION WAS DULY ADOPTED AT A DULY
CALLED MEETING OF THE SAID BOARD, HELD ON May 11, 19 94, A
QUORUM BEING PRESENT, AND IS SET FORTH IN THE MINUTES OF THE SAID MEETING;
THAT I AM THE KEEPER OF THE CORPORATE SEAL AND OF THE MINUTES AND RECORDS
OF THIS CORPORATION; AND THAT THE SAID RESOLUTION HAS NOT BEEN RESCINDED
OR MODIFIED:

"RESOLVED THAT KC DEVELOPMENT CORP.
ORGANIZED AND EXISTING IN THE STATE OF Delaware,
HEREBY ADOPTS THE NAME KINDERCARE DEVELOPMENT CORP., INC.
FOR USE IN THE STATE OF FLORIDA FOR ALL PURPOSES; AND
FURTHER RESOLVED THAT THE OFFICERS OF THE CORPORATION
ARE AUTHORIZED AND DIRECTED TO TAKE ALL STEPS THAT THEY
DEEM NECESSARY AND APPROPRIATE TO QUALIFY THE CORPORATION
TO DO BUSINESS WITHIN THE STATE OF FLORIDA UNDER THE NAME
OF KINDERCARE DEVELOPMENT CORP., INC.; AND
RESOLVED FURTHER THAT ALL ACTIVITIES AND BUSINESS OF THE
CORPORATION WITHIN THE STATE OF FLORIDA SHALL BE CARRIED
OUT UNDER THE NAME KINDERCARE DEVELOPMENT CORP., INC.
."

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME AND AFFIXED
THE SEAL OF THE SAID CORPORATION, ON THIS THE 31st DAY OF
January 19 95.

Tull N. Gearreald, Jr.
Tull N. Gearreald, Jr., President

**APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. KC DEVELOPMENT CORP.
(Name of corporation: must include the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware
(State or country under the law of which it is incorporated)

3. March 3, 1993 4. Perpetual
(Date of Incorporation) (Duration)

5. 63-1086588
(Federal Employer Identification number, if applicable)

6. 1/31/94
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 2400 Presidents Drive, Montgomery, Alabama 36116
(Current mailing address)

8. See attached purpose clause
(Brief description of the nature of the business in which it is engaged in the state of Florida)

9. Names and street addresses of officers and or directors:

A. Directors:

Chairman: See attached list of directors

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. Officers:

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road
Plantation, Florida 33324

Zip Code

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: _____

Dale W. Morris C T Corporation System

(Officer)

Dale W. Morris, Assistant Vice President

(Typed Name and Title of Officer)

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Tull N. Gearreald, Jr., President

(Name and capacity of person signing application)

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Purpose Clause of
KC DEVELOPMENT CORP.**

To offer and provide day care, educational, recreational, and other related services, to infants, children and adults and to engage in marketing programs, including the selling of franchises for the operation of centers rendering such services and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

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Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
KC DEVELOPMENT CORP.**

1. Tull N. Gearreald, Jr., President & Director
2400 Presidents Drive
Montgomery, AL 36116
2. Philip L. Maslowe, Vice President/Treasurer & Director
2400 Presidents Drive
Montgomery, AL 36116
3. David L. Elliott, Vice President & Director
2400 Presidents Drive
Montgomery, AL 36116
4. Robert M. Schiel, Vice President
2400 Presidents Drive
Montgomery, AL 36116
5. William E. Bailey, Vice President & Controller
2400 Presidents Drive
Montgomery, AL 36116
6. Rebecca S. Bryan, Vice President & Secretary
2400 Presidents Drive
Montgomery, AL 36116
7. Patricia A. Brock, Assistant Secretary (Real Estate)
2400 Presidents Drive
Montgomery, AL 36116

55 FEB 21 PM 1:09

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "KC DEVELOPMENT CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF FEBRUARY, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Edward J. Freel