

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

FILED
May 12 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
--	---	---

DOCUMENT # F95000000856 (3)

1. Corporation Name
KINDERCARE DEVELOPMENT CORP., INC.



Principal Place of Business 2400 PRESIDENTS DRIVE MONTGOMERY AL 36116	Mailing Address 2400 PRESIDENTS DRIVE MONTGOMERY AL 36116-1618
--	---

3. Date Incorporated or Qualified 02/21/1995	3a. Date of Last Report 05/01/1996
4. FEI Number 63-1066588	Applied For Not Applicable
5. Certificate of Status Desired <input checked="" 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

21. Principal Place of Business Suite, Apt. #, etc.	22. City & State	23. Zip	24. Country	25.	26. Mailing Address Suite, Apt. #, etc.	27. City & State	28. Zip	29. Country	30.
--	------------------	---------	-------------	-----	--	------------------	---------	-------------	-----

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			
B1 Name				B2 Street Address (P.O. Box Number is Not Acceptable)			
B3				B4 City			
				FL		B5 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 _____ DATE _____
Signature, typed or printed name of registered agent and true if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CEO SANDRA SCARR, PHD. 2400 PRESIDENTS DRIVE MONTGOMERY AL <input checked="" type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	CEO David J. Johnson 2400 Presidents Drive montgomery AL <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CFO MASLOWE, PHILIP L 2400 PRESIDENTS DRIVE MONTGOMERY AL <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS ANGELA L. COONER 2400 PRESIDENTS DRIVE MONTGOMERY AL <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPT ROBERT H. FRIES 2400 PRESIDENTS DRIVE MONTGOMERY AL <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPC BAILEY, WILLIAM E 2400 PRESIDENTS DRIVE MONTGOMERY AL <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VS BRYAN, REBECCA S 2400 PRESIDENTS DRIVE MONTGOMERY AL <input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I do 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 registered agent 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: _____ DATE: **4/29/97** (334) 277-5090
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)

KC DEVELOPMENT CORPORATION
2400 Presidents Drive
Montgomery, AL 36116

State of Incorporation: Delaware
Date Incorporated: March 3, 1993
Federal Tax ID #: 63-1086588

BOARD OF DIRECTORS

RESIDENT ADDRESS

David J. Johnson

12621 S.W. Edgecliff Road
Portland, OR 97219

Philip L. Maslowe

8131 Dogwood Lane
Montgomery, AL 36117

OFFICERS

RESIDENT ADDRESS

David J. Johnson
President

12621 S.W. Edgecliff Road
Portland, OR 97219

Philip L. Maslowe
Executive Vice President

3300 Evergreen Hill
Montgomery, AL 36106

William E. Bailey
Vice President/Controller

3143 Lexington Road
Montgomery, AL 36106

Rebecca S. Bryan
Vice President/Secretary

3615 Hillview Close
Montgomery, AL 36106

Angela L. Cooner
Assistant Secretary

4113 Denton Drive
Montgomery, AL 36106

Robert H. Fries
Vice President/Treasurer

3712 Everett Drive
Montgomery, AL 36106