

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

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Mar 05 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 # 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
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date incorporated or Qualified	
21 650 NE HOLLADAY	26 650 NE HOLLADAY			02/21/1995	
Suite, Apt. #, etc. 22 SUITE 1400		Suite, Apt. #, etc. 27 SUITE 1400 - TAX DEPT.		4. FEI Number 63-1086588	Applied For <input type="checkbox"/> Not Applicable
City & State 23 PORTLAND, OR.		City & State 28 PORTLAND, OR.		5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
Zip 24 97232	Country 25	Zip 29 97232	Country 30	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	

8. 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	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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

TITLE	CEO/D	<input type="checkbox"/> DELETE
NAME	JOHNSON, DAVID J	
STREET ADDRESS	2400 PRESIDENTS DRIVE	
CITY-ST-ZIP	MONTGOMERY AL	
TITLE	CFO/V	<input checked="" type="checkbox"/> DELETE
NAME	MASLOWE, PHILIP L	
STREET ADDRESS	2400 PRESIDENTS DRIVE	
CITY-ST-ZIP	MONTGOMERY AL	
TITLE	AS	<input checked="" type="checkbox"/> DELETE
NAME	ANGELA L. COONER	
STREET ADDRESS	2400 PRESIDENTS DRIVE	
CITY-ST-ZIP	MONTGOMERY AL	
TITLE	VPT	<input checked="" type="checkbox"/> DELETE
NAME	ROBERT H. FRIES	
STREET ADDRESS	2400 PRESIDENTS DRIVE	
CITY-ST-ZIP	MONTGOMERY AL	
TITLE	VPC	<input checked="" type="checkbox"/> DELETE
NAME	BAILEY, WILLIAM E	
STREET ADDRESS	2400 PRESIDENTS DRIVE	
CITY-ST-ZIP	MONTGOMERY AL	
TITLE	VS	<input checked="" type="checkbox"/> DELETE
NAME	BRYAN, REBECCA S	
STREET ADDRESS	2400 PRESIDENTS DRIVE	
CITY-ST-ZIP	MONTGOMERY AL	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	650 NE HOLLADAY, SUITE 1400
1.4 CITY-ST-ZIP	PORTLAND, OR. 97232
2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	BETH A. UDORETZ
2.3 STREET ADDRESS	650 NE HOLLADAY, SUITE 1400
2.4 CITY-ST-ZIP	PORTLAND, OR. 97232
3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	EVA M. KRIPALANI
3.3 STREET ADDRESS	650 NE HOLLADAY, SUITE 1400
3.4 CITY-ST-ZIP	PORTLAND, OR. 97232
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	BRUCE A. WALTERS
4.3 STREET ADDRESS	650 NE HOLLADAY, SUITE 1400
4.4 CITY-ST-ZIP	PORTLAND, OR. 97232
5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	DAN R. JACKSON
5.3 STREET ADDRESS	650 NE HOLLADAY, SUITE 1400
5.4 CITY-ST-ZIP	PORTLAND, OR. 97232
6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	WILLIAM O. ROBARDS, JR.
6.3 STREET ADDRESS	650 NE HOLLADAY, SUITE 1400
6.4 CITY-ST-ZIP	PORTLAND, OR. 97232

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(l), 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: *David A. Bayne* **DAVID A. BAYNE** 2/11/98 (502) 972-1300

CR2E034 (10/97)

KC Development Corporation

Officer Listing

2/27/98

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
KinderCare Learning Centers, Inc.
650 NE Holladay, Suite 1400
Portland, OR 97232

KC Development Corporation
Officer Listing

2/27/98

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

Business Address
KinderCare Learning Centers, Inc.
650 NE Holladay, Suite 1400
Portland, OR 97232
