

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

FILED
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
KINDER CARE DEVELOPMENT CORP., INC.

Principal Place of Business
2400 PRESIDENTS DRIVE
MONTGOMERY AL 36116

Mailing Address
2400 PRESIDENTS DRIVE
MONTGOMERY AL 36116



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 650 NE HOLLADAY Suite, Apt. #, etc. 22 SUITE 1400 City & State 23 PORTLAND, OR. Zip 24 97232		2a. Mailing Address 26 650 NE HOLLADAY Suite, Apt. #, etc. 27 SUITE 1400 - TAX DEPT. City & State 28 PORTLAND, OR. Zip 29 97232		3. Date Incorporated or Qualified 02/21/1995	
				4. FEI Number 63-1086588	
				5. Certificate of Status Desired <input 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
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	
				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	CEO	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JOHNSON, DAVID J	1.2 NAME	
STREET ADDRESS	2400 PRESIDENTS DRIVE	1.3 STREET ADDRESS	650 NE HOLLADAY, SUITE 1400
CITY-ST-ZIP	MONTGOMERY AL	1.4 CITY-ST-ZIP	PORTLAND, OR. 97232
TITLE	CFO	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MASLOWE, PHILIP L	2.2 NAME	BETH A. UGORETZ
STREET ADDRESS	2400 PRESIDENTS DRIVE	2.3 STREET ADDRESS	650 NE HOLLADAY, SUITE 1400
CITY-ST-ZIP	MONTGOMERY AL	2.4 CITY-ST-ZIP	PORTLAND, OR. 97232
TITLE	AS	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	ANGELA L. COONER	3.2 NAME	EVA M. KRIPALANI
STREET ADDRESS	2400 PRESIDENTS DRIVE	3.3 STREET ADDRESS	650 NE HOLLADAY, SUITE 1400
CITY-ST-ZIP	MONTGOMERY AL	3.4 CITY-ST-ZIP	PORTLAND, OR. 97232
TITLE	VPT	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	ROBERT H. FRIES	4.2 NAME	BRUCE A. WALTERS
STREET ADDRESS	2400 PRESIDENTS DRIVE	4.3 STREET ADDRESS	650 NE HOLLADAY, SUITE 1400
CITY-ST-ZIP	MONTGOMERY AL	4.4 CITY-ST-ZIP	PORTLAND, OR. 97232
TITLE	VPC	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BAILEY, WILLIAM E	5.2 NAME	DAN R. JACKSON
STREET ADDRESS	2400 PRESIDENTS DRIVE	5.3 STREET ADDRESS	650 NE HOLLADAY, SUITE 1400
CITY-ST-ZIP	MONTGOMERY AL	5.4 CITY-ST-ZIP	PORTLAND, OR. 97232
TITLE	VS	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BRYAN, REBECCA S	6.2 NAME	WILLIAM O. ROBARDOS, JR.
STREET ADDRESS	2400 PRESIDENTS DRIVE	6.3 STREET ADDRESS	650 NE HOLLADAY, SUITE 1400
CITY-ST-ZIP	MONTGOMERY AL	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)(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:

David A. Raymond

DAVID A. RAYMOND

2/11/99

(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
