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May 08 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P13072 (4)

1. Corporation Name
KINDERCARE LEARNING CENTERS, INC.

Principal Place of Business 2400 PRESIDENTS DRIVE MONTGOMERY AL 36116	Mailing Address 2400 PRESIDENTS DRIVE MONTGOMERY AL 36116-1616
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 01/30/1987	3a. Date of Last Report 05/17/1996
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	4. FEI Number 63-0941966		Applied For ☐ Not Applicable	
22. City & State	27. City & State	5. Certificate of Status Desired ☒		\$8.75 Additional Fee Required	
23. Zip	28. Zip	6. Election Campaign Financing Trust Fund Contribution ☐		\$5.00 May Be Added to Fees	
24. Country	29. Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes ☐ Yes ☐ No			

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324		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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	CEOD SCARR, SANDRA 2400 PRESIDENTS DRIVE MONTGOMERY AL 36116 ☒ DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	CEOD Johnson, David J. 2400 Presidents Drive Montgomery, AL 36116 ☐ Change ☒ Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	CFOV MASLOWE, PHILIP L 2400 PRESIDENTS DRIVE MONTGOMERY AL 36116 ☐ DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	☐ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VPC BAILEY, WILLIAM E 2400 PRESIDENTS DRIVE MONTGOMERY AL 36116 ☐ DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	☐ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VS BRYAN, REBECCA S 2400 PRESIDENTS DRIVE MONTGOMERY AL 36116 ☐ DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	☐ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	☐ DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	VPT Fries, Robert H. 2400 Presidents Drive Montgomery, AL 36116 ☐ Change ☒ Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	☐ DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	EVP Ugoretz, Beth A. 2400 Presidents Drive Montgomery, AL 36116 ☐ Change ☒ 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 receiver or trustee empowered to execute this report as required by Chapter 807, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: _____ **4/29/97 (334) 277-5090**

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CP2E034 (9/96)

KINDERCARE LEARNING CENTERS, INC.
 2400 Presidents Drive
 Montgomery, AL 36116
 FEIN: 63-0941966
 OFFICER LIST

Revised 4-15-97

POSITION	NAME & BUSINESS ADDRESS	RESIDENT ADDRESS
Chairman of the Board of Directors/Chief Executive Officer	David J. Johnson KINDERCARE LEARNING CENTERS 2400 Presidents Drive Montgomery, AL 36116	12821 S.W. Edgecote Road Portland, OR 97219
Executive Vice President/ Chief Financial Officer	Philip L. Maslowe KINDERCARE LEARNING CENTERS 2400 Presidents Drive Montgomery, AL 36116	3300 Evergreen Hill Montgomery, Alabama 36106
Executive Vice President/ Corporate Services	Beth A. Ugoretz KINDERCARE LEARNING CENTERS 2400 Presidents Drive Montgomery, AL 36116	1670 S.E. Exeter Drive Portland, OR 97202
Vice President/ Financial Control & Planning	Dan Jackson KINDERCARE LEARNING CENTERS 2400 Presidents Drive Montgomery, AL 36116	2709 N.W. 133rd Circle Vancouver, WA 98685
Vice President/ Controller	William E. Bailey KINDERCARE LEARNING CENTERS 2400 Presidents Drive Montgomery, AL 36116	3143 Lexington Road Montgomery, Alabama 36106
Vice President/General Counsel Secretary	Rebecca Shows Bryan KINDERCARE LEARNING CENTERS 2400 Presidents Drive Montgomery, AL 36116	3615 Hillview Close Montgomery, AL 36106
Vice President/ Treasurer	Robert H. Fries KINDERCARE LEARNING CENTERS 2400 Presidents Drive Montgomery, AL 36116	3712 Everett Drive Montgomery, AL 36106
Vice President of Education, Research and Training	Marla Guddemi, Ph.D. KINDERCARE LEARNING CENTERS 2400 Presidents Drive Montgomery, AL 36116	1560 Gilmer Avenue Montgomery, Alabama 36104
Vice President Human Resources	Edward Brevington KINDERCARE LEARNING CENTERS 2400 Presidents Drive Montgomery, AL 36116	7214 Heltz Court San Jose, CA 95120
Vice President of Real Estate	Mark F. Hoffmann KINDERCARE LEARNING CENTERS 2400 Presidents Drive Montgomery, AL 36116	310 Boardwalk Place Park Ridge, IL 60068
Vice President of Operations	S. Wray Hutchinson KINDERCARE LEARNING CENTERS 2400 Presidents Drive Montgomery, AL 36116	410 Cedar Ridge Drive Wetumpka, AL 36092
Vice President of Information Services	Bob J. Willey KINDERCARE LEARNING CENTERS 2400 Presidents Drive Montgomery, AL 36116	6634 Anna Place Montgomery, AL 36116
Assistant General Counsel & Assistant Secretary	Angela L. Cooner KINDERCARE LEARNING CENTERS 2400 Presidents Drive Montgomery, AL 36116	8140 Westlake Place Montgomery, AL 36117
Assistant Vice President (Facilities)	Mike Bozeman KINDERCARE LEARNING CENTERS 2400 Presidents Drive Montgomery, AL 36116	760 Blackberry Road Dothanville, AL 36022
Assistant Vice President (Construction)	Mac Henger KINDERCARE LEARNING CENTERS 2400 Presidents Drive Montgomery, AL 36116	3541 Melton Road Montgomery, AL 36111
Assistant Controller	J. Eric Bitterman KINDERCARE LEARNING CENTERS 2400 Presidents Drive Montgomery, AL 36116	3244 Southview Avenue Montgomery, AL 36106
Regional Vice President	Miriam Liggett KINDERCARE LEARNING CENTERS 11301 Sunset Hills Road, Suite A-5 Reston, VA 20190	2141 Maleady Drive Hamdon, VA 22070

Revised 4-15-97

KINDERCARE LEARNING CENTERS, INC.

2400 Presidents Drive
Montgomery, AL 36116
FEIN: 63-0941986
OFFICER LIST

POSITION	NAME & BUSINESS ADDRESS	RESIDENT ADDRESS
Regional Vice President	Trudy Anderson KINDERCARE LEARNING CENTERS 12400 Whitewater Drive, Suite 140 Minnetonka, MN 55343	5240 Westmill Road Minnetonka, MN 55345
Regional Vice President	Lauren Klein KINDERCARE LEARNING CENTERS 23632 Rockfield Blvd., Suite 226 Lake Forest, CA 92630	4000 Park Newport, Apt. 304 Newport Beach, CA 92660

KinderCare Learning Centers, Inc.
2400 Presidents Drive
Montgomery, Alabama 36116

BOARD OF DIRECTORS

BUSINESS ADDRESS

DAVID J. JOHNSON
CHAIRMAN OF THE BOARD

KinderCare Learning Centers, Inc.
2400 Presidents Drive
Montgomery, AL 36116

NILS P. BROUS

Kohlberg Kravis Roberts & Co.
9 West 57th Street, Suite 4200
New York, NY 10019

STEPHEN A. KAPLAN

Oak Tree Capital Management
550 S. Hope Street, 22nd Floor
Los Angeles, CA 90017

HENRY R. KRAVIS

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CLIFTON S. ROBBINS

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New York, NY 10019

GEORGE R. ROBERTS

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SANDRA W. SCARR

2636 Capstone Drive
Montgomery, AL 36106

