

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

FILED
Mar 18 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000006380 (9)
 1. Corporation Name
CHILDREN'S DISCOVERY CENTERS OF AMERICA, INC.



Principal Place of Business 851 IRWIN ST., STE 200 SAN RAFAEL CA 94901	Mailing Address 851 IRWIN ST., STE 200 SAN RAFAEL CA 94901
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 12/14/1984	4. FEI Number 06-1097006	Applied For <input type="checkbox"/> Not Applicable
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
22. City & State	27. City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
23. Zip	28. Zip	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		
24. Country	29. Country	30. Country		

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET, STE 105 TALLAHASSEE FL 32301		81. Name	10. Name and Address of New Registered Agent	
		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	PD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	YALOW, ELANNA S.	1.2 NAME	
STREET ADDRESS	851 IRWIN ST., STE 200	1.3 STREET ADDRESS	
CITY-ST-ZIP	SAN RAFAEL CA	1.4 CITY-ST-ZIP	
TITLE	VT	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TRUELOVE, RANDALL J	2.2 NAME	
STREET ADDRESS	851 IRWIN ST., STE 200	2.3 STREET ADDRESS	
CITY-ST-ZIP	SAN RAFAEL CA	2.4 CITY-ST-ZIP	
TITLE	V	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	YALOW, ELANNA S	3.2 NAME	
STREET ADDRESS	851 IRWIN ST., STE 200	3.3 STREET ADDRESS	
CITY-ST-ZIP	SAN RAFAEL CA	3.4 CITY-ST-ZIP	
TITLE	S	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DEVINE, FRANK A	4.2 NAME	
STREET ADDRESS	851 IRWIN ST., STE 200	4.3 STREET ADDRESS	
CITY-ST-ZIP	SAN RAFAEL CA	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MCDOWELL JR, W W	5.2 NAME	
STREET ADDRESS	851 IRWIN ST., STE 200	5.3 STREET ADDRESS	
CITY-ST-ZIP	SAN RAFAEL CA	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KAUFMANN, ROBERT E	6.2 NAME	
STREET ADDRESS	851 IRWIN ST., STE 200	6.3 STREET ADDRESS	
CITY-ST-ZIP	SAN RAFAEL CA	6.4 CITY-ST-ZIP	

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: *Randall J. TrueLove* **R. J. TRUELOVE** 3/13/98 415-257-4200

CR2E034 (10/97)