

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

**FILED**  
**Feb 25, 1999 8:00 am**  
**Secretary of State**

02-25-1999 90016 027 \*\*\*150.00

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PROFIT CORPORATION ANNUAL REPORT <b>1999</b>		FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # F94000006380**

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 21 4340 Redwood Highway, Bldg Suite, Apt. #, etc. 22 City & State 23 San Rafael CA Zip Country 24 94903 25 U.S.A.		2a. Mailing Address 26 4340 Redwood Highway, Bldg Suite, Apt. #, etc. 27 City & State 28 San Rafael CA Zip Country 29 94903 30 U.S.A.		3. Date Incorporated or Qualified 12/14/1994		4. FEI Number B 06-1097006 Applied For Not Applicable	
				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 the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET, STE 105 TALLAHASSEE FL 32301				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 \_\_\_\_\_ DATE \_\_\_\_\_  
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	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	4340 Redwood Highway, Bldg. B
CITY-ST-ZIP	SAN RAFAEL CA	1.4 CITY-ST-ZIP	San Rafael, CA 94903
TITLE	VT <input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" 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	4340 Redwood Highway, Bldg. B
CITY-ST-ZIP	SAN RAFAEL CA	2.4 CITY-ST-ZIP	San Rafael, CA 94903
TITLE	V <input checked="" type="checkbox"/> DELETE	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 <input type="checkbox"/> DELETE	4.1 TITLE	<input checked="" 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	4340 Redwood Highway, Bldg. B
CITY-ST-ZIP	SAN RAFAEL CA	4.4 CITY-ST-ZIP	San Rafael, CA 94903
TITLE	D <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MCDOWELL JR, W W	5.2 NAME	Thomas Kalinske
STREET ADDRESS	851 IRWIN ST., STE 200	5.3 STREET ADDRESS	1350 Old Bayshore Highway
CITY-ST-ZIP	SAN RAFAEL CA	5.4 CITY-ST-ZIP	Burlingame, CA 94010
TITLE	D <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	KAUFMANN, ROBERT E	6.2 NAME	Deborah Bond-Upson
STREET ADDRESS	851 IRWIN ST., STE 200	6.3 STREET ADDRESS	1350 Old Bayshore Highway
CITY-ST-ZIP	SAN RAFAEL CA	6.4 CITY-ST-ZIP	Burlingame, CA 94010

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 19.07(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, with all other like empowered.

SIGNATURE: by Frank A. Devine **FRANK A. DEVINE** January 14, 1999 (415)257-4200  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)