

2-23-98 B 2415 C
FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Feb 23 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 # 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
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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 Country 24 97232 25		2a. Mailing Address 26 650 NE HOLLADAY Suite, Apt. #, etc. 27 SUITE 1400-TAX DEPT. City & State 28 PORTLAND OR. Zip Country 29 97232 30		3. Date Incorporated or Qualified 01/30/1987	4. FEI Number 63-0941966	Applied For <input type="checkbox"/> Not Applicable
				5. Certificate of Status Desired <input checked="" 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 CT CORPORATION SYSTEM 1200 S. 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CEOD	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	CFOV	2.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	MASLOWE, PHILIP L	2.2 NAME	BRUCE A. WALTERS
STREET ADDRESS	2400 PRESIDENTS DRIVE	2.3 STREET ADDRESS	650 NE HOLLADAY, SUITE 1400
CITY-ST-ZIP	MONTGOMERY AL 38116	2.4 CITY-ST-ZIP	PORTLAND, OR. 97232
TITLE	VPC	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BAILEY, WILLIAM E	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 38116	3.4 CITY-ST-ZIP	PORTLAND, OR. 97232
TITLE	VS	4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	BRYAN, REBECCA S	4.2 NAME	DAN R. JACKSON
STREET ADDRESS	2400 PRESIDENTS DRIVE	4.3 STREET ADDRESS	650 NE HOLLADAY, SUITE 1400
CITY-ST-ZIP	MONTGOMERY AL 38116	4.4 CITY-ST-ZIP	PORTLAND, OR. 97232
TITLE	VPT	5.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	FRIES, ROBERT H.	5.2 NAME	DAVID A. BENEDECT
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	EVP	6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	UGORETZ, BETH A.	6.2 NAME	
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. Benedect* **DAVID A. BENEDECT 2-1-98 503 872-4300**

CR2E094 (10/97)