

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

**FILED**  
**Mar 09 1998 8:00am**  
**Secretary of State**

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1998</b>		<b>FLORIDA DEPARTMENT OF STATE</b> <b>Sandra B. Mortham</b> Secretary of State <b>DIVISION OF CORPORATIONS</b>
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**DOCUMENT # 821656 (6)**  
 1. Corporation Name  
**UNITED STATES AUTO CLUB, MOTORING DIVISION, INC.**



Principal Place of Business <b>% ASSOCIATES CORPORATION OF NORTH AMERICA</b> <b>250 CARPENTER FREEWAY</b> <b>IRVING TX 75062</b> <b>US</b>	Mailing Address <b>PO BOX 680237</b> <b>CORP TAX DEPT</b> <b>DALLAS TX 75266-0237</b> <b>US</b>
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified <b>01/24/1972</b>	
4. FEI Number <b>35-1142032</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
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		10. Name and Address of New Registered Agent	
<b>THE PRENTICE-HALL CORPORATION SYSTEM INC.</b> <b>1201 HAYS STREET</b> <b>SUITE 105</b> <b>TALLAHASSEE FL 32301</b>		81 Name	
		82 Street Address (P.O. Box Number is Not Acceptable)	
		83	
		84 City	<b>FL</b> 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	<b>PD</b> <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>KUEBLER, C.H.</b>	1.2 NAME	
STREET ADDRESS	<b>250 CARPENTER FREEWAY</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>IRVING TX</b>	1.4 CITY-ST-ZIP	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>KINES, JOHN D</b>	2.2 NAME	
STREET ADDRESS	<b>250 CARPENTER FREEWAY</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>IRVING TX</b>	2.4 CITY-ST-ZIP	
TITLE	<b>S</b> <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>HAYES, TIMOTHY M</b>	3.2 NAME	
STREET ADDRESS	<b>250 CARPENTER FREEWAY</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>IRVING TX</b>	3.4 CITY-ST-ZIP	
TITLE	<b>AVS</b> <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>GREENE, P.J.</b>	4.2 NAME	
STREET ADDRESS	<b>250 CARPENTER FREEWAY</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>IRVING TX</b>	4.4 CITY-ST-ZIP	
TITLE	<b>TV</b> <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>HUGHES, J.F.</b>	5.2 NAME	
STREET ADDRESS	<b>250 CARPENTER FREEWAY</b>	5.3 STREET ADDRESS	
CITY-ST-ZIP	<b>IRVING TX</b>	5.4 CITY-ST-ZIP	
TITLE	<b>D</b> <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>MARSHALL, HAROLD</b>	6.2 NAME	
STREET ADDRESS	<b>250 CARPENTER FREEWAY</b>	6.3 STREET ADDRESS	
CITY-ST-ZIP	<b>IRVING TX</b>	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 and accompanying 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 appointed by the court in this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or in an attachment to this report.

SIGNATURE: *P. J. Greene* **PATRICK J. GREENE**  
**ASST. VICE PRESIDENT & ASST SECRETARY** 2/28/98

CR2E034 (10/97)