

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
 AMOUNT DUE ON OR BEFORE 09/30/98: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

10/2

0114970

PROFIT CORPORATION ANNUAL REPORT 1998



FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

APPROVED AND FILED

98 NOV 30 AM 10: 57

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

DOCUMENT # F95000004764 (5)
 1. Corporation Name

PENSKE AUTO CENTERS, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business: 3270 W. BIG BEAVER RD #130 TROY MI 48084
 Mailing Address: 3270 W. BIG BEAVER RD #130 TROY MI 48084

3. Date Incorporated or Qualified: 10/02/1995

4. FEI Number: 38-3253068 Applied For: Not Applicable:

5. Certificate of Status Desired: \$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

2. Principal Place of Business: 21 Suite, Apt. #, etc.: 22 City & State: 23 Zip: 24 Country: 25

2a. Mailing Address: 26 Suite, Apt. #, etc.: 27 City & State: 28 Zip: 29 Country: 30

9. Name and Address of Current Registered Agent
 C T CORPORATION SYSTEM
 1200 SOUTH 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 _____ 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	D	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PENSKE, ROGER S	1.2 NAME	
STREET ADDRESS	13400 OUTER DRIVE WEST	1.3 STREET ADDRESS	
CITY-ST-ZIP	DETROIT MI 48239	1.4 CITY-ST-ZIP	
TITLE	CEO	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PENSKE, ROGER S JR	2.2 NAME	
STREET ADDRESS	3270 W. BIG BEAVER RD #130	2.3 STREET ADDRESS	900002707539--0
CITY-ST-ZIP	TROY MI 48084	2.4 CITY-ST-ZIP	-12/09/98--01074--035
TITLE	CFO	3.1 TITLE	CFO
NAME	PETERSON, ROBERT J. <i>J. Randall Lawrence</i>	3.2 NAME	J. Randall Lawrence
STREET ADDRESS	3270 W. BIG BEAVER RD #130	3.3 STREET ADDRESS	Same
CITY-ST-ZIP	TROY MI 48084	3.4 CITY-ST-ZIP	
TITLE	PD	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FINDLAY, TIMOTHY E	4.2 NAME	
STREET ADDRESS	3270 W. BIG BEAVER RD #130	4.3 STREET ADDRESS	
CITY-ST-ZIP	TROY MI 48084	4.4 CITY-ST-ZIP	
TITLE	VGCS	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KURNICK, ROBERT H JR	5.2 NAME	
STREET ADDRESS	3270 W. BIG BEAVER RD #130	5.3 STREET ADDRESS	
CITY-ST-ZIP	TROY MI 48084	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PETERS, RICHARD J	6.2 NAME	
STREET ADDRESS	13400 OUTER DRIVE WEST	6.3 STREET ADDRESS	
CITY-ST-ZIP	DETROIT MI 48239	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: _____ SIGNATURE REQUIRED 11-24-98 248-614-1119

CR2E034 (5/98)



2052

November 20, 1998

Florida Dept. of State
Division of Corporations
Annual Reports Filings
PO Box 1500
Tallahassee, FL 32302-1500

RE: Annual Report - Acct #F95000004764 (5)

Dear Sir or Madam:

As you can see by the enclosed information, we filed our report and paid the \$150.00 fee long before the original due date. Upon receipt of the 2nd notice, Diana Smith (who is no longer with the company as of 9/1/98) called on 7/1/98 explaining that the annual report was filed the end of March.

Until we received the 'notice of dissolution', we had no knowledge that the annual report was not received by your office. Unfortunately, we are unable to locate the file that contains the original form and upon contacting our bank, we have found that check #31597 dated 3/25/98 was never cashed. Please accept the enclosed information as proof that the annual report was originally filed on time.

If the enclosed information is not sufficient evidence that this fee was paid on time, please call me at (248) 614-1107.

Sincerely,

A handwritten signature in cursive script that reads "Joellen Walker".

Joellen Walker
Tax Associate

Enclosures