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FILED
May 10, 1999 8:00 am
Secretary of State

05-10-1999 90126 033 ***158.75

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F95000004764

1. Corporation Name
PENSKE AUTO CENTERS, INC.



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

DO NOT WRITE IN THIS SPACE

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 the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business 2a. Mailing Address
 21 26
 Suite, Apt. #, etc. Suite, Apt. #, etc.
 22 27
 City & State City & State
 23 28
 Zip Country Zip Country
 24 25 29 30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

C T CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION FL 33324

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

TITLE	D	<input type="checkbox"/> DELETE
NAME	PENSKE, ROGER S	
STREET ADDRESS	13400 OUTER DRIVE WEST	
CITY-ST-ZIP	DETROIT MI 48239	
TITLE	CEOD	<input checked="" type="checkbox"/> DELETE
NAME	PENSKE, ROGER S JR	
STREET ADDRESS	3270 W. BIG BEAVER RD #130	
CITY-ST-ZIP	TROY MI 48084	
TITLE	CFO	<input type="checkbox"/> DELETE
NAME	LAWRENCE, J. RANDALL	
STREET ADDRESS	3270 W. BIG BEAVER RD #130	
CITY-ST-ZIP	TROY MI 48084	
TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	FINDLAY, TIMOTHY E	
STREET ADDRESS	3270 W. BIG BEAVER RD #130	
CITY-ST-ZIP	TROY MI 48084	
TITLE	VGCS	<input type="checkbox"/> DELETE
NAME	KURNICK, ROBERT H JR	
STREET ADDRESS	3270 W. BIG BEAVER RD #130	
CITY-ST-ZIP	TROY MI 48084	
TITLE	D	<input type="checkbox"/> DELETE
NAME	PETERS, RICHARD J	
STREET ADDRESS	13400 OUTER DRIVE WEST	
CITY-ST-ZIP	DETROIT MI 48239	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	PLEASE SEE ATTACHED LIST OF DIRECTORS & OFFICERS
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	WHEAT, JAMES M.
4.3 STREET ADDRESS	- SAME - 3270 W. BIG BEAVER RD #130
4.4 CITY-ST-ZIP	TROY, MI 48084
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
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, with all other like empowered.

SIGNATURE: _____ DATE: _____
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
J. RANDALL LAWRENCE
SVP FINANCE & CFO
 248-463-6002
 Daytime Phone #

CR2E034 (11/98)

PENSKE AUTO CENTERS, INC.
Board of Directors

F95000004764
5321159012633

NAME	OFFICE ADDRESS
HAWKINS, ARTHUR M. Director	Exide Battery Corporation 1400 North Woodward Avenue Suite 130 Bloomfield Hills, MI 48304 Phone: 248-258-0080
KURNICK, ROBERT H. Director	Penske Auto Centers, Inc. 3270 West Big Beaver Road Troy, MI 48084 Phone: 248-614-1116
PENSKE, ROGER S. Director	Penske Corporation 13400 West Outer Drive Detroit, MI 48239 Phone: 313-592-5002
PETERS, RICHARD J. Director	R.J. Peters & Company 73 Kercheval Grosse Pointe Farms, MI 48239 Phone: 313-881-4670
SOSIAK, JACK J. Director	Exide Battery Corporation 645 Penn Street Reading, PA 19601 Phone:
STEWART, BERNARD F. Director	Exide Battery Corporation 1400 North Woodward Avenue Suite 130 Bloomfield, Hills, MI 48304 Phone: 248-258-0080
WHEAT, JAMES Director	Penske Auto Centers, Inc. 3270 West Big Beaver Road Troy, MI 48084 Phone: 248-614-1112

PENSKE AUTO CENTERS, INC.

Officers

F95000004764
532115.9012633

<u>NAME</u>	<u>OFFICE ADDRESS</u>
HARRIS, JAMES H. Assistant Treasurer	Penske Corporation 13400 West Outer Drive Detroit, MI 48239 Phone: 313-592-5258
KLEIN, PETER Senior Vice President	Penske Auto Centers, Inc. 3270 West Big Beaver Road Troy, MI 48084 Phone: 248-643-5171
KLEMM, BRUCE Senior Vice President	Penske Auto Centers, Inc. 3270 West Big Beaver Road Troy, MI 48084 Phone: 248-614-1157
KURNICK, ROBERT H. JR. Senior Vice President and Secretary	Penske Auto Centers, Inc. 3270 West Big Beaver Road Troy, MI 48084 Phone: 248-614-1116
LAWRENCE, RANDALL Senior Vice President and Treasurer	Penske Auto Centers, Inc. 3270 West Big Beaver Road Troy, MI 48084 Phone: 248-614-1119
MCSTAY, WILLIAM Senior Vice President	Penske Auto Centers, Inc. 3270 West Big Beaver Road Troy, MI 48084 Phone: 248-637-1185
MOSS, SCOTT Senior Vice President	Penske Auto Centers, Inc. 3270 West Big Beaver Road Troy, MI 48084 Phone: 248-637-0180
WHEAT, JAMES M. President and Chief Executive Officer	Penske Auto Centers, Inc. 3270 West Big Beaver Road Troy, MI 48084 Phone: 248-614-1112