2009 FOR PROFIT CORPORATION ANNUAL REPORT

DOCUMENT#821656

FILED Feb 12, 2009 Secretary of State

Entity Name: UNITED STATES AUTO CLUB, MOTORING DIVISION, INC.

Current Principal Place of Business: New Principal Place of Business:

3350 BOYINGTON DR 3410 MIDCOURT # 215

CARROLLTON, TX 75006 US CARROLLTON, TX 75006 US

Current Mailing Address: New Mailing Address:

ELVIRA ZAVALA-CITI GROUP PO BOX 660460 DALLAS, TX 75266

PO BOX 660460 DALLA DALLAS, TX 75266 US

FEI Number: 35-1142032 FEI Number Applied For () FEI Number Not Applicable () Certificate of Status Desired ()

Name and Address of Current Registered Agent: Name and Address of New Registered Agent:

C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND RD. PLANTATION, FL 33324 US

The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

SIGNATURE:

Electronic Signature of Registered Agent Date

Election Campaign Financing Trust Fund Contribution ().

OFFICERS AND DIRECTORS:

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS:

Title: PD () Delete Title: PD (X) Change () Addition Name: BOUGHTON, THOMAS BOUGHTON, THOMAS

Address: 3350 BOYINGTON DR. Address: 3410 MIDCOURT # 215
City-St-Zip: CARROLLTON, TX 75006 City-St-Zip: CARROLLTON, TX 75006

Title: V () Delete Title: V (X) Change () Addition Name: CASH. STALEY Name: CASH. STALEY

 Address:
 3350 BOYINGTON DR.
 Address:
 3410 MIDCOURT # 215

 City-St-Zip:
 CARROLLTON, TX 75006
 City-St-Zip:
 CARROLLTON, TX 75006

Title: CFOD () Delete Title: CFO (X) Change () Addition

 Name:
 BETHELL, WILLIAM
 Name:
 BARTON, MIKE

 Address:
 3350 BOYINGTON DR.
 Address:
 3410 MIDCOURT # 215

 City-St-Zip:
 CARROLLTON, TX 75006
 City-St-Zip:
 CARROLLTON, TX 75006

I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my electronic 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 above, or on an attachment with an address, with all other like empowered.

SIGNATURE: THOMAS BOUGHTON PRES 02/12/2009