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Jan 28 1997 8:00am
Secretary of State

**PROFIT
CORPORATION
ANNUAL REPORT
1997**



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

DOCUMENT # 822923 (9)
1. Corporation Name
AUTOPARTS FINANCE COMPANY, INC.



Principal Place of Business
**15710 J.F.K. BLVD.
STE. 700
HOUSTON TX 77032-2347
US**

Mailing Address
**15710 J.F.K. BLVD.
STE. 700
HOUSTON TX 77032-2357
US**

| | |
|--|--|
| 3. Date Incorporated or Qualified 06/11/1969 | 3a. Date of Last Report 04/12/1996 |
| 4. FEI Number 51-0001902 | Applied For <input type="checkbox"/> Not Applicable |
| 5. Certificate of Status Desired <input 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No | |

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

| | | | |
|--|--|--|-----------|
| 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 |
| | | 85. Zip Code | FL |

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 | <input type="checkbox"/> DELETE | 1.1 TITLE | <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| NAME | P HOFFMAN, MARK S | 1.2 NAME | VP & CFO |
| STREET ADDRESS | 15710 J.F.K. BLVD., STE. 700 | 1.3 STREET ADDRESS | JOHN L. HENDRIX |
| CITY-ST-ZIP | HOUSTON TX | 1.4 CITY-ST-ZIP | 15710 J.F.K. BLVD, STE 700 |
| TITLE | <input type="checkbox"/> DELETE | 2.1 TITLE | HOUSTON TX 77032 |
| NAME | T ARONSON, ROBERT J | 2.2 NAME | |
| STREET ADDRESS | 15710 J.F.K. BLVD., STE. 700 | 2.3 STREET ADDRESS | |
| CITY-ST-ZIP | HOUSTON TX | 2.4 CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | VPS LAUVER, E EUGENE | 3.2 NAME | |
| STREET ADDRESS | 15710 J.F.K. BLVD., STE. 700 | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | HOUSTON TX | 3.4 CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | VP PRESTON, MICHAEL L | 4.2 NAME | |
| STREET ADDRESS | 15710 J.F.K. BLVD., STE. 700 | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | HOUSTON TX | 4.4 CITY-ST-ZIP | |
| TITLE | <input checked="" type="checkbox"/> DELETE | 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | VP WILLIAM J DELANEY | 5.2 NAME | |
| STREET ADDRESS | 15710 JFK BLVD., SUITE 700 | 5.3 STREET ADDRESS | |
| CITY-ST-ZIP | HOUSTON TX | 5.4 CITY-ST-ZIP | |
| TITLE | <input type="checkbox"/> DELETE | 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME | AVP EDWARDS, WILLIAM H | 6.2 NAME | |
| STREET ADDRESS | 15710 J.F.K. BLVD., STE. 700 | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | HOUSTON TX | 6.4 CITY-ST-ZIP | |

14. I do 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 and data 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: William H. Edwards *William H. Edwards* 1/16/97 (713) 507-1100
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)