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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 Mailing Address
**15710 J.F.K. BLVD.
STE. 700
HOUSTON TX 77032-2347
US** **15710 J.F.K. BLVD.
STE. 700
HOUSTON TX 77032-2357
US**

3. Date Incorporated or Qualified 3a. Date of Last Report
06/11/1969 **04/12/1996**

21. Principal Place of Business	2a. Mailing Address	4. FEI Number 51-0001902	Applied For <input type="checkbox"/> Applied For <input checked="" type="checkbox"/> Not Applicable
22. Suite, Apt. #, etc.	27. Suite, Apt. #, etc.	5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
23. City & State	28. City & State	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
24. Zip	29. Zip	30. Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324	81. Name	10. Name and Address of New Registered Agent
	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 JFK 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 included 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)