

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED  
Apr 16 1998 8:00am  
Secretary of State

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra S. Northam</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **822923** (9)

1. Corporation Name  
**AUTOPARTS FINANCE COMPANY, INC.**

Principal Place of Business <b>15710 J.F.K. BLVD. STE. 700 HOUSTON TX 77032-2347 US</b>	Mailing Address <b>15710 J.F.K. BLVD. STE. 700 HOUSTON TX 77032-2347 US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>06/11/1969</b>	
21 Suite, Apt. #, etc.	22 City & State	26 Suite, Apt. #, etc.	27 City & State	4. FEI Number <b>51-0001902</b>	Applied For Not Applicable
23 Zip	25 Country	28 Zip	30 Country	5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
				6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
				8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent <b>CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324</b>		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 <b>FL</b>

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <b>HOFFMAN, MARK S</b> 15710 J.F.K. BLVD., STE. 700 HOUSTON TX <input checked="" type="checkbox"/> DELETE	1.1 TITLE	P <b>BETTINA M. WHYTE</b> 15710 J.F.K. BLVD., SUITE 700 HOUSTON, TX 77032 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		1.2 NAME	
STREET ADDRESS		1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	T <b>ARONSON, ROBERT J</b> 15710 J.F.K. BLVD., STE. 700 HOUSTON TX <input checked="" type="checkbox"/> DELETE	2.1 TITLE	T <b>MICHAEL C. KEARNEY</b> 15710 J.F.K. BLVD., SUITE 700 HOUSTON, TX 77032 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE	VPS <b>LAUER, E EUGENE</b> 15710 J.F.K. BLVD., STE. 700 HOUSTON TX <input type="checkbox"/> DELETE	3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	VP <b>PRESTON, MICHAEL L</b> 15710 J.F.K. BLVD., STE. 700 HOUSTON TX <input checked="" type="checkbox"/> DELETE	4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	VP <b>HENDRIX, JOHN L</b> 15710 JFK BLVD STE 700 HOUSTON TX <input type="checkbox"/> DELETE	5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE	AVP <b>EDWARDS, WILLIAM H</b> 15710 J.F.K. BLVD., STE. 700 HOUSTON TX <input checked="" type="checkbox"/> DELETE	6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		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:

*Michael C. Kearney* MICHAEL C. KEARNEY 4/9/98 713-500-1100

CR2E034 (10/97)