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Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999		 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # 823892			
1. Corporation Name AMERICAN PARTS SYSTEM INC.			
Principal Place of Business 15710 JFK BLVD. SUITE 700 HOUSTON TX 77032-2347 US		Mailing Address 15710 JFK BLVD. SUITE 700 HOUSTON TX 77032-2347 US	
2. Principal Place of Business 21		2a. Mailing Address 26	
Suite, Apt. #, etc. 22		Suite, Apt. #, etc. 27	
City & State 23		City & State 28	
Zip 24		Zip 29	
Country 25		Country 30	
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	
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 TITLE NAME STREET ADDRESS CITY-ST-ZIP P WHYTE, BETTINA 15710 JFK BLVD STR 700 HOUSTON TX 77032 TVP KEARNEY, MICHAEL G 15710 JFK BLVD STE 700 HOUSTON TX 77032 VPS LAUVER, EUGENE 15710 JFK BLVD., SUITE 1625 HOUSTON TX VPC HENDRIX, JOHN L. 15710 JFK BLVD., SUITE 700 HOUSTON TX			
13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 2.1 TITLE CPO 2.2 NAME Becky Rook 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP 3.1 TITLE S 3.2 NAME DALL HARBOR 3.3 STREET ADDRESS 15710 JFK BLVD, Suite 700 3.4 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:

Rebecca K. Kooch
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/29/99
Date

713-507-1277
Daytime Phone #

CR2E034 (11/98)