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Mar 20 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 833497 (1)
 1. Corporation Name
CHEVRON TRAVEL CLUB, INC.



Principal Place of Business 675 MARKET ST. SAN FRANCISCO CA 94105 US	Mailing Address 575 MARKET ST. SAN FRANCISCO CA 94105-2823 US
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 12/17/1974	3a. Date of Last Report 05/01/1996
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 94-1677032	Applied For <input type="checkbox"/> Not Applicable <input checked="" type="checkbox"/>
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24 Country	29 Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS ST SUITE 105 TALLAHASSEE FL 32301		81 Name	
		82 Street Address (P.O. Box Number is Not Acceptable)	
		83	
		84 City	FL
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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HARDY, J.G.	1.2 NAME	
STREET ADDRESS	575 MARKET ST.	1.3 STREET ADDRESS	
CITY-ST-ZIP	SAN FRANCISCO CA	1.4 CITY-ST-ZIP	
TITLE	VD <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PENNEY, C.D.	2.2 NAME	
STREET ADDRESS	2005 DIAMOND BLVD.	2.3 STREET ADDRESS	
CITY-ST-ZIP	CONCORD CA 94520	2.4 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	3.1 TITLE	T <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FOEHR, M.J.	3.2 NAME	M. J. Foehr
STREET ADDRESS	225 BUSH ST.	3.3 STREET ADDRESS	575 Market Street
CITY-ST-ZIP	SAN FRANCISCO CA 94104	3.4 CITY-ST-ZIP	San Francisco, CA, 94105
TITLE	OB <input type="checkbox"/> DELETE	4.1 TITLE	D <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WALKER, H.P.	4.2 NAME	H. P. Walker
STREET ADDRESS	575 MARKET ST.	4.3 STREET ADDRESS	575 Market Street
CITY-ST-ZIP	SAN FRANCISCO CA 94105	4.4 CITY-ST-ZIP	San Francisco, CA, 94105
TITLE	AS <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	JONES, J. H., JR.	5.2 NAME	400002119684
STREET ADDRESS	225 BUSH ST	5.3 STREET ADDRESS	-03/20/97--01120--023
CITY-ST-ZIP	SAN FRANCISCO CA 94104	5.4 CITY-ST-ZIP	***165.00
TITLE	AT <input type="checkbox"/> DELETE	6.1 TITLE	AT <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MOONEY, J.E.	6.2 NAME	J. E. Mooney
STREET ADDRESS	225 BUSH ST.	6.3 STREET ADDRESS	575 Market Street
CITY-ST-ZIP	SAN FRANCISCO CA 94104	6.4 CITY-ST-ZIP	San Francisco, CA, 94105

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 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 in an attachment with an address.

SIGNATURE: _____ **ASSISTANT SECRETARY** MAR 4 1997 **415-694-7700**

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CHEVRON TRAVEL CLUB, INC.

94-1677032

Directors

Business Address

T. H. Groves	575 Market Street, San Francisco, CA 94105
J. G. Hardy	575 Market Street, San Francisco, CA 94105
C. D. Penney	2005 Diamond Blvd., Concord, CA 94520
H. P. Walker	575 Market Street, San Francisco, CA 94105
P. E. Yarrington	575 Market Street, San Francisco, CA 94105

Name

Officers

Business Address

J. G. Hardy	President	575 Market Street, San Francisco, CA 94105
C. D. Penney	Vice-President	2005 Diamond Blvd., Concord, CA 94520
F. G. Soler	Secretary	575 Market Street, San Francisco, CA 94105
M. J. Foehr	Treasurer	575 Market Street, San Francisco, CA 94105
M. S. Gil	Asst Secretary	2001 Diamond Blvd., Concord, CA 94520
T. H. Groves	Asst Secretary	575 Market Street, San Francisco, CA 94105
J. H. Jones, Jr.	Asst Secretary	225 Bush Street, San Francisco, CA 94104
C. N. Macfarlane	Asst Secretary	225 Bush Street, San Francisco, CA 94104
J. E. Mooney	Asst Treasurer	575 Market Street, San Francisco, CA 94105
J. E. Zell	Asst Treasurer	2410 Camino Ramon, BR#6, San Ramon, CA. 94583

Term Expires: On next annual meeting of stockholders or upon election or appointment of successors.

02/24/97