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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CORPORATION
ANNUAL REPORT
1995**



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

DOCUMENT # F93000002525 (4)

1. Corporation Name
CIRCLE K PROPERTIES, INC.

Principal Place of Business

3003 N CENTRAL AVE
PHOENIX AZ 85072-2122
US

Mailing Address

P O BOX 52085
PHOENIX AZ 85072-2122
US

DO NOT WRITE IN THIS SPACE.

3. Date Incorporated or Qualified
05/28/1993

3a. Date of Last Report
04/25/1994

4. FEI Number
13-3715174

Applied For
Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under S. 199.032,
Florida Statutes Yes No

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

24 Zip

25 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

29 Zip

30 Country

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
% C T CORPORATION SYSTEM
1200 SOUTH 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

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 reappointing)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE PD
NAME KRACKE, SCOTT
STREET ADDRESS 225 VARICK STREET
CITY-ST-ZIP NEW YORK NY 10014

1.1 TITLE Change Addition
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE VD
NAME ANTIOCO, JOHN F
STREET ADDRESS 3003 N CENTRAL AVE
CITY-ST-ZIP PHOENIX AZ

2.1 TITLE Change Addition
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE ID
NAME ZINE, LARRY
STREET ADDRESS 3003 N CENTRAL AVE
CITY-ST-ZIP PHOENIX AZ

3.1 TITLE Change Addition
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE AS
NAME BABINEC, GEHL
STREET ADDRESS 3003 N CENTRAL AVE
CITY-ST-ZIP PHOENIX AZ

4.1 TITLE Change Addition
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE D
NAME TUNG, SAVIO W
STREET ADDRESS 280 PARK AVE., 37TH FLOOR WEST
CITY-ST-ZIP NEW YORK NY 10017

5.1 TITLE Change Addition
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE
NAME
STREET ADDRESS
CITY-ST-ZIP

6.1 TITLE Change Addition
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 110.07(9)(b), 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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3-2-95

602-437-0600

CIRCLE K PROPERTIES, INC.

DELAWARE 5/5/93
13-3715174

OFFICERS

President: Scott Kracke
Vice President: John F. Antioco
Vice President and Treasurer: Larry J. Zine
Vice President/Assistant-Secretary: Gehl P. Babinec
Vice President: F. Stephen Gogul
Vice President: Mitchell E. Telson
Secretary: Philip M. Tomczyk
Assistant Secretary: Joel A. Sternett
Assistant Secretary: Cortland J. Silver
Assistant Secretary: Donald S. Smith
Assistant Secretary: Leanne C. Wilhart
Assistant Secretary: Jeffery M. Everett

ADDRESS

225 Varick Street, NY 10014 072-46-7076
10592 N. 106th Place, Scottsdale, AZ 85258 124-38-1546
1225 E. Warner Rd #16, Tempe, AZ 85284 502-64-4243
13047 North 80th Place, Scottsdale, AZ 85260 309-42-9399
6970 E. Carriage Trails Dr., Cave Creek, AZ 85331 296-42-4423
7539 N. 21st Place, Phoenix, AZ 85020 556-52-0614
10481 E. Windrose Drive, Scottsdale, AZ 85259 262-04-3414
8113 East Appaloosa Trail, Scottsdale, AZ 85258 512-34-3585
6301 N. Lindb Lane, Chandler, AZ 85226 477-64-6524
1302 West Aster Drive, Phoenix, AZ 85029 516-52-1356
6102 E. Montecito Ave, Scottsdale, AZ 85251 527-35-2904
261 Frontera Circle, Litchfield Park, AZ 85340 480-88-0272

DIRECTORS

Savio M. Tung
Scott Kracke
John F. Antioco
Larry J. Zine

#5 Gatehouse Rd., Scarsdale, NY 10583 074-44-9392
225 Varick Street, NY 10014 072-46-7076
10592 N. 106th Place, Scottsdale, AZ 85258 124-38-1546
1225 E. Warner Rd #16, Tempe, AZ 85284 502-64-4243

Business address for all officers and directors:

Phoenix Corporate Center
3003 N. Central Avenue
Phoenix, AZ 85012

Shares Authorized: 1,000 Common
Shares Outstanding: 1,000 Common

\$1.00 Per Value