

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

*AMENDED AR \$61.25
FILED
OFFICER CHANGE
96 SEP 19 AM 9:28
Pg1*

PROFIT CORPORATION*
ANNUAL REPORT
1996



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

DOCUMENT # F93000005584 (8)
1. Corporation Name
CIRCLE K STORES INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Principal Place of Business: **3003 N. CENTRAL 17TH FLOOR
PHOENIX AZ 85012**

Mailing Address: **P.O. BOX 52085
PHOENIX AZ 85072
US**

3. Date Incorporated or Qualified: **12/08/1993**

3a. Date of Last Report: **03/20/1995**

2. Principal Place of Business (21) Suite, Apt. #, etc. (22) City & State (23) Zip (24) Country

2a. Mailing Address (26) Suite, Apt. #, etc. (27) City & State (28) Zip (29) Country (30)

4. FEI Number: **74-1149540**

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

9. Name and Address of Current Registered Agent

**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: **400001965744**

84 City: **18/84/96 01105-2004
*****61.25**

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 officer 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 re-registering) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	COBD	<input checked="" type="checkbox"/> DELETE
NAME	BROWN, BART A JR	
STREET ADDRESS	140 HIGHLAND AVENUE	
CITY-ST-ZIP	FORT THOMAS KY 41075	
TITLE	CEO	<input checked="" type="checkbox"/> DELETE
NAME	ANTIOCO, JOHN F	
STREET ADDRESS	10592 N. 106TH PLACE	
CITY-ST-ZIP	SCOTTSDALE AZ 85258	
TITLE	VCOO	<input checked="" type="checkbox"/> DELETE
NAME	TELSON, MITCHEL E	
STREET ADDRESS	7929 N. 21ST PLACE	
CITY-ST-ZIP	PHOENIX AZ 85020	
TITLE	VT	<input checked="" type="checkbox"/> DELETE
NAME	ZINE, LARRY J	
STREET ADDRESS	139 E. GREENTREE	
CITY-ST-ZIP	TEMPE AZ	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	BABINEC, GEHL P	
STREET ADDRESS	13047 N. 80TH PLACE	
CITY-ST-ZIP	SCOTTSDALE AZ 85260	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PRES AND CEO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	ROBERT J. LAVINIA	
1.3 STREET ADDRESS	6020 NAUMANN	
1.4 CITY-ST-ZIP	PARADISE VALLEY, AZ 85253	
2.1 TITLE	SR VP, CFO, TREASURER	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	RICHARD W. REINKEN	
2.3 STREET ADDRESS	7575 INDIAN BEND RD	
2.4 CITY-ST-ZIP	SCOTTSDALE, AZ 85258	
3.1 TITLE	VP AND SECRETARY	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	JOEL A. STERRETT	
3.3 STREET ADDRESS	8113 E. APPALCOOSA TR.	
3.4 CITY-ST-ZIP	SCOTTSDALE, AZ 85258	
4.1 TITLE	SR VP MERCHANDISE/PURCH	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	SCOTT P. GABRIELE	
4.3 STREET ADDRESS	10319 N. 48TH PL.	
4.4 CITY-ST-ZIP	PARADISE VALLEY, AZ 85253	
5.1 TITLE	SR VP OPERATIONS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	DAVID MOORE	
5.3 STREET ADDRESS	25939 N. 104TH WAY	
5.4 CITY-ST-ZIP	SCOTTSDALE, AZ 85255	
6.1 TITLE	VP AND ASST. SEC.	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	DAVID E. STEVENS	
6.3 STREET ADDRESS	2465 E. DRAKE ST	
6.4 CITY-ST-ZIP	GILBERT, AZ 85234	

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 119.07(3)(A), 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 of this report, or on an attachment with an address.

SIGNATURE: *Joel A. Sterrett* **JOEL A. STERRETT** 9-13-96 602-437-060

Circle K Stores Inc.
Texas 6/8/51
74-1149540

OFFICE	Name	ADDRESS	SS#	D.O.B	Place of Birth	Driver License
* Chairman of the Board and President	Robert J. Lavinia	6020 Naumann, Paradise Valley, AZ 85253	103-36-2675	1/10/47	Bayshore, NY	014729254 CT
* Sr. Vice President, CAO, and Treasurer	Richard W. Reinken	7575 Indian Bend Rd, Scottsdale, AZ 85258	084-54-2648	1/11/57	NYC, NY	014972216 CT
Sr. Vice President Merchandising/Purchasing	Scott P. Gabriele	10319 N.48th Place, Paradise Valley, AZ 85253	141-44-0592	12/7/50	Buffalo, NY	B12824673 AZ
Sr. Vice President Operations	David Moore	25939 N. 104th Way, Scottsdale, AZ 85255	274-42-1230	6/11/49	New York, NY	B12910121 AZ
Vice President New Construction/Maintenance	F. Stephen Gogul	6970 E Carriage Trails Dr., Cave Creek, AZ 85331	296-42-4423	12/22/47	Ashtabula, OH	B12919229 AZ
Vice President Market Development	Mark Harper	10401 N 52nd St. #127E, Paradise, AZ 85253	299-58-5111	6/24/58	Toledo, OH	QG148082 OH
Vice President Strategic Planning	David Holthe	15431 S 16th Avenue, Phoenix, AZ 85045	477-90-4156	9/14/63	Hopkins, MN	B13029037 AZ
Vice President Merchandising	Greg T. Jones	16626 S 18th Way, Phoenix, AZ 85048	156-40-4605	8/3/48	Frankfurt, Germany	L313828033 AZ
Vice President Food Service	Maurice Minno	P. O. Box 5324, Carefree, AZ 85377	160-42-8060	10/19/51	Johnstown, PA	B13761306 AZ
Vice President and Secretary	Joel A. Sternett	8113 E. Appaloosa Trail, Scottsdale, AZ 85258	512-34-3585	3/8/36	Abilene, KS	B13428173 AZ
Vice President Human Resources	Wanda Williams	4707 E. Michigan, Phoenix, AZ 85032	445-46-8735	1/26/47	Tulsa, OK	B12773319 AZ
Vice President and Assistant Secretary	David E. Stevens	2465 E. Drake Street, Gilbert, AZ 85234	526-21-0009	12/13/54	Phoenix, AZ	526210009 AZ
Vice President and Assistant Secretary	David A. Waldschmidt	910 31st Ave. South, Seattle, WA 98144	537-46-5764	8/25/48	Ada, OK	WALSDA520N5 WA
Assistant Treasurer	Susan D. Adams	5055 E. Yucca, Scottsdale, AZ 85254	346-54-8292	3/6/58	Benton, IL	X417149 AZ
* Director	George E. Ogden	23 Tomac Avenue, Old Greenwich, CT 06870	500-44-6478	10/20/42	Des Moines, IA	S0822546 CA

* Directors

Business address for all officers and directors:

Phoenix Corporate Center
 3003 North Central Ave, 17th floor
 Phoenix, AZ 85012

Shares Authorized: 12,000,000 Common
 Shares Outstanding: 1,000 Common
 \$1.00 par Value