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**Feb 28 1997 8:00am
Secretary of State**

**PROFIT CORPORATION
ANNUAL REPORT
1997**



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

DOCUMENT # F93000005584 (8)

1. Corporation Name
CIRCLE K STORES INC.



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

Mailing Address
**P.O. BOX 52085
PHOENIX AZ 85072-2085
US**

3. Date Incorporated or Qualified 12/08/1993	3a. Date of Last Report 04/15/1996
4. FEI Number 74-1149540	Applied For <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21. Suite, Apt. #, etc.	26. Suite, Apt. #, etc.
22. City & State	27. City & State
23. Zip	28. Zip
24. Country	29. Country
25.	30.

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.
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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PCED	<input type="checkbox"/> DELETE
NAME	LAVINIA, ROBERT J	
STREET ADDRESS	6020 NAUMANN	
CITY-ST-ZIP	PARADISE VALLEY AZ 85253	
TITLE	SVPC	<input type="checkbox"/> DELETE
NAME	REINKEN, RICHARD W	
STREET ADDRESS	7675 INDIAN BEND RD	
CITY-ST-ZIP	SCOTTSDALE AZ 85258	
TITLE	VPS	<input type="checkbox"/> DELETE
NAME	STERRETT, JOEL A	
STREET ADDRESS	8113 W. APPALOOSA TR.	
CITY-ST-ZIP	SCOTTSDALE AZ 85258	
TITLE	SRVP	<input type="checkbox"/> DELETE
NAME	GABRIELE, SCOTT P	
STREET ADDRESS	10319 N. 48TH PL.	
CITY-ST-ZIP	PARADISE VALLEY AZ 85253	
TITLE	SRVP	<input type="checkbox"/> DELETE
NAME	MOORE, DAVID	
STREET ADDRESS	25939 N. 104TH WAY	
CITY-ST-ZIP	SCOTTSDALE AZ 85255	
TITLE	VPAS	<input type="checkbox"/> DELETE
NAME	STEVENS, DAVID E	
STREET ADDRESS	2485 E. DRAKE ST.	
CITY-ST-ZIP	GILBERT AZ 85234	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	8701 N. 64TH PLACE
2.3 STREET ADDRESS	PARADISE VALLEY, AZ 85253
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> 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 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: *David E. Stevens* **DAVID E. STEVENS** 1-30-97 602-437-0600

CR2E034 (9/96)

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	B13905984 AZ
* Sr. Vice President, CAO, and Treasurer	Richard W. Reimken	8701 N 64th Place, Paradise Valley, AZ 85253	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	6/1/49	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 B. 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. Sterrett	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. Ogdan	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 per Value

OFFICERS.XLS