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FILED
Apr 29, 1999 8:00 am
Secretary of State

04-29-1999 90038 011 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **F93000005584**

1. Corporation Name
CIRCLE K STORES INC.



Principal Place of Business Mailing Address
3000 N. CENTRAL 17TH FLOOR- PHOENIX AZ 85012
P.O. BOX 52085 PHOENIX AZ 85072 US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 2a. Mailing Address
1500 N. PRIEST DR P.O. Box 52085
 Suite, Apt. #, etc. Suite, Apt. #, etc.
TEMPE, AZ PHOENIX AZ
 Zip Country Zip Country
85281 85072

3. Date Incorporated or Qualified
12/08/1993
 4. FEI Number Applied For
74-1149540 Not Applicable
 5. Certificate of Status Desired \$8.75 Additional Fee Required
 6. Elector Campaign Financing Trust Fund Contribution \$5.00 May Be Added to Fees
 8. This corporation owes the current year intangible Personal Property Tax. 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
 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. (NOT Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCEO <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LAVINIA, ROBERT J	1.2 NAME	
STREET ADDRESS	6020 NAUMANN	1.3 STREET ADDRESS	
CITY-ST-ZIP	PARADISE VALLEY AZ 85253	1.4 CITY-ST-ZIP	
TITLE	SVPC <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	REINKEN, RICHARD W	2.2 NAME	
STREET ADDRESS	8701 N. 64TH PLACE	2.3 STREET ADDRESS	
CITY-ST-ZIP	PARADISE VALLEY AZ	2.4 CITY-ST-ZIP	
TITLE	VPS <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STERRETT, JOEL A	3.2 NAME	
STREET ADDRESS	8113 W. APPALOOSA TR.	3.3 STREET ADDRESS	
CITY-ST-ZIP	SCOTTSDALE AZ 85258	3.4 CITY-ST-ZIP	
TITLE	SRVP <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MOORE, DAVID	4.2 NAME	
STREET ADDRESS	25939 N. 104TH WAY	4.3 STREET ADDRESS	
CITY-ST-ZIP	SCOTTSDALE AZ 85255	4.4 CITY-ST-ZIP	
TITLE	VPAS <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STEVENS, DAVID E	5.2 NAME	
STREET ADDRESS	2465 E. DRAKE ST.	5.3 STREET ADDRESS	
CITY-ST-ZIP	GILBERT AZ 85234	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.17(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: *Joel A Sterrett* **JOEL A STERRETT** 4-23-99 602-728-8000
 Signature and Typed or Printed Name of Signing Officer or Director Date Daytime Phone #

CR2E034 (11/98)