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May 12 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 # F94000004943 (6)

1. Corporation Name

AMERILUBE OF JACKSONVILLE, INC.

Principal Place of Business

280 EAST BAY STREET  
SUITE 120  
CHARLESTON SC 29401

Mailing Address

POST OFFICE BOX 22285  
CHARLESTON SC 29413-2285

3. Date Incorporated or Qualified  
09/16/1994

3a. Date of Last Report  
06/27/1996

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

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9. Name and Address of Current Registered Agent

CORPORATION INFORMATION SERVICES, INC.  
1201 HAYS ST.  
TALLAHASSEE FL 32301

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 reinstating)

DATE

12. OFFICERS AND DIRECTORS

| TITLE | NAME                   | STREET ADDRESS                  | CITY - ST - ZIP | DELETE                              |
|-------|------------------------|---------------------------------|-----------------|-------------------------------------|
| COB   | HEISLY, MICHAEL        | 5600 THREE FIRST NATIONAL PLAZA | CHICAGO IL      | <input checked="" type="checkbox"/> |
| PD    | WILLIAMS, KENNETH M JR | 685 PALISADES DR                | MT PLEASANT SC  | <input type="checkbox"/>            |
| TD    | HAVESON, BRIAN         | 410 NORSHAM ROAD                | HORSHAM PA      | <input checked="" type="checkbox"/> |
| SD    | MEADOWS, STANLEY H     | 5600 THREE FIRST NATIONAL PLAZA | CHICAGO IL      | <input checked="" type="checkbox"/> |
| D     | PEPER, STEVE D         | 280 E BAY ST                    | CHARLESTON SC   | <input checked="" type="checkbox"/> |
|       |                        |                                 |                 | <input type="checkbox"/>            |

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

| TITLE    | NAME                 | STREET ADDRESS             | CITY - ST - ZIP          | CHANGE                   | ADDITION                            |
|----------|----------------------|----------------------------|--------------------------|--------------------------|-------------------------------------|
| Director | Marshall E. Randall  | 618 Mountain Village Blvd. | Telluride, CO 81435-3199 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| Director | Robert L. Goodbinder | 618 Mountain Village Blvd. | Telluride CO 81435-3199  | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| Director | William Gillingham   | 301 Benchmark Dr           | Telluride, CO 81435      | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| Director | David Wells          | 280 East Bay St.           | Charleston SC 29401      | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| Director | Thomas Jones         | 280 East Bay St            | Charleston SC 29401      | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

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:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

5/28/97 803-853-2929

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CR2E034 (9/96)