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FILED
May 15 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P29240 (9)
1. Corporation Name
JIFFY LUBE INTERNATIONAL, INC.



Principal Place of Business 700 MILAM HOUSTON TX 77002-2806 US	Mailing Address P.O. BOX 2867 HOUSTON TX 77252-2867 US
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3. Date Incorporated or Qualified 05/08/1990	3a. Date of Last Report 04/24/1996
4. FEI Number 52-1154585	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 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
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9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. 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
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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 reinstalling) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	PD WHEAT, JAMES M 700 MILAM HOUSTON TX <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V BASSETT, GREGORY D. 700 MILAM HOUSTON TX <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V KLEMM, BRUCE P. 700 MILAM HOUSTON TX <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	ENGELMEYER, ALLAN G. <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	AS MC NEW, JOAN M. 700 MILAM HOUSTON TX <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	S CONDIT, LINDA 700 MILAM HOUSTON TX <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V STUEBING, BRADLEY F. 700 MILAM HOUSTON TX <input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	PORTER, JOSEPH D. <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition

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:  4/18/97 (713) 546-8907
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone

CR2E034 (9/96)

JIFFY LUBE INTERNATIONAL, INC.

**700 MILAM, P. O. BOX 2967
HOUSTON, TEXAS 77252-2967**

List of Principal Officers and Directors

James M. Wheat	President and Director	700 Milam Houston, TX 77002-2806
David P. Alderson, II	Vice President and Director	700 Milam Houston, TX 77002-2806
Gregory D. Bassett	Vice President	700 Milam Houston, TX 77002-2806
Linda F. Condit	Vice President and Corporate Secretary	700 Milam Houston, TX 77002-2806
Allan G. Engelmeyer	Vice President	700 Milam Houston, TX 77002-2806
Joseph D. Porter	Vice President and Assistant Secretary	700 Milam Houston, TX 77002-2806
Bruce K. Misamore	Treasurer	700 Milam Houston, TX 77002-2806
Thomas M. McConnell	Controller	700 Milam Houston, TX 77002-2806
Michael P. Schieffer	Assistant Treasurer	700 Milam Houston, TX 77002-2806
Kennion K. Yano	Assistant Treasurer	700 Milam Houston, TX 77002-2806
Bruce T. Maughs	Assistant Secretary	700 Milam Houston, TX 77002-2806
Joan M. McNew	Assistant Secretary	700 Milam Houston, TX 77002-2806
James L. Pate	Director	700 Milam Houston, TX 77002-2806
Robert N. Thurston	Director	991 Aster Court Marco Island, FL 34145

NOTE: All terms expire upon the election of successors.