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May 11, 1999 8:00 am
Secretary of State

05-11-1999 90047 035 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P37461

1. Corporation Name
AUTOZONE, INC.

Principal Place of Business 123 S. FRONT ST. MEMPHIS TN 38103	Mailing Address PO BOX 2198 MEMPHIS TN 38101 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29	3. Date Incorporated or Qualified 02/03/1992 4. FEI Number 62-1482048 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 owes the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input type="checkbox"/> No
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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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	D <input type="checkbox"/> DELETE
NAME	TERRY, RONALD
STREET ADDRESS	4385 POPLAR AVE.
CITY-ST-ZIP	MEMPHIS TN
TITLE	D <input checked="" type="checkbox"/> DELETE
NAME	ROBERTS, GEORGE R.
STREET ADDRESS	2800 SAND HILL RD, SUITE 200
CITY-ST-ZIP	MENLO PARK CA
TITLE	D <input type="checkbox"/> DELETE
NAME	ROBERT J HUNT
STREET ADDRESS	123 S. FRONT ST.
CITY-ST-ZIP	MEMPHIS TN 38103
TITLE	D <input type="checkbox"/> DELETE
NAME	MICHELSON, MICHAEL W.
STREET ADDRESS	2800 SAND HILL RD., SUITE 200
CITY-ST-ZIP	MENLO PARK CA
TITLE	D <input type="checkbox"/> DELETE
NAME	HYDE, J. R., III
STREET ADDRESS	123 S. FRONT STREET
CITY-ST-ZIP	MEMPHIS TN
TITLE	D <input type="checkbox"/> DELETE
NAME	CLARKSON, ANDREW M
STREET ADDRESS	123 S. FRONT STREET
CITY-ST-ZIP	MEMPHIS TN

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 type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
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 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, with all other like empowered.

SIGNATURE: *Michael Butcher* **MICHAEL BUTCHER** 4-21-99 900475-7079
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/198)

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Directors, Officers Report

AutoZone, Inc.

Monday, March 15, 1999

DIRECTORS

Johnston C. Adams, Jr.

Chairman

SSN:

First Elected: Tuesday, March 18,
1997

Primary Address: 123 South Front Street
Memphis, TN 38103

Andrew M. Clarkson

Director

SSN:

First Elected: Friday, November
22, 1991

Primary Address: 123 South Front Street
Memphis, TN 38103

N. Gerry House

Director

SSN:

First Elected: Wednesday, August
07, 1996

Primary Address: 2597 Avery
Memphis, TN 38112

Robert J. Hunt

Director

SSN:

First Elected: Friday, October 03,
1997

Primary Address: 123 South Front Street
Memphis, TN 38103

J. R. Hyde, III

Director

SSN:

First Elected: Friday, November
22, 1991

Primary Address: 6075 Poplar Avenue # 335
Memphis, TN 38119

James F. Keegan

Director

SSN:

First Elected: Friday, November
22, 1991

Primary Address: Staff Line, Inc.
6055 Primacy Parkway, Suite 150
Memphis, TN 38119

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AutoZone, Inc.

Michael W. Michelson

Director

SSN:

First Elected: Friday, November
22, 1991

Primary Address:

Kohlberg Kravis Roberts & Co.
2800 Sand Hill Road
Suite 200
Menlo Park, CA 94025

Ronald A. Terry

Director

SSN:

First Elected: Thursday, March 09,
1995

Primary Address:

4385 Poplar Avenue
Memphis, TN 38117

Timothy D. Vargo

Director

SSN:

First Elected: Thursday, March 09,
1995

Primary Address:

123 South Front Street
Memphis, TN 38103

OFFICERS

Johnston C. Adams, Jr.

Chairman & Chief Executive Officer

SSN:

First Elected: Tuesday, March 18,
1997

Primary Address:

123 South Front Street
Memphis, TN 38103

Timothy D. Vargo

President & Chief Operating Officer

SSN:

First Elected: Tuesday, March 18,
1997

Primary Address:

123 South Front Street
Memphis, TN 38103

Lawrence E. Evans

Executive Vice President & Assistant Secretary

SSN:

First Elected: Friday, September
25, 1992

Primary Address:

60 Madison Avenue
Memphis, TN 38103 USA

Robert J. Hunt

Executive Vice President & Chief Financial Officer

SSN:

First Elected: Thursday, December
15, 1994

Primary Address:

123 South Front Street
Memphis, TN 38103

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AutoZone, Inc.

Bruce G. Clark **Senior Vice President & Chief Information Officer**

SSN:
First Elected: Monday, January 25,
1999

Primary Address: 123 South Front Street
Memphis, TN 38103

Gerald E. Colley **Senior Vice President**

SSN:
First Elected: Tuesday, October
21, 1997

Primary Address: 123 South Front Street
Memphis, TN 38103

Harry L. Goldsmith **Senior Vice President, Secretary & General Counsel**

SSN:
First Elected: Thursday, December
12, 1996

Primary Address: 123 South Front Street
Memphis, TN 38103

Michael E. Longo **Senior Vice President**

SSN:
First Elected: Thursday, April 09,
1998

Primary Address: 123 South Front Street
Memphis, TN 38103

Anthony Dean Rose, Jr. **Senior Vice President**

SSN:
First Elected: Wednesday,
September 27, 1995

Primary Address: 123 South Front Street
Memphis, TN 38103

Stephen W. Valentine **Senior Vice President**

SSN:
First Elected: Tuesday, September
01, 1998

Primary Address: 123 South Front Street
Memphis, TN 38103

David J. Wilhite **Senior Vice President**

SSN:
First Elected: Tuesday, October
21, 1997

Primary Address: 123 South Front Street
Memphis, TN 38103

Richard F. Adams, Jr. **Vice President**

SSN:
First Elected: Wednesday, January
18, 1995

Primary Address: 123 South Front Street
Memphis, TN 38103

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AutoZone, Inc.

Michael B. Baird	Vice President
SSN:	First Elected: Friday, October 22, 1993
Primary Address:	123 South Front Street Memphis, TN 38103
Jon A. Bascom	Vice President
SSN:	First Elected: Monday, October 21, 1996
Primary Address:	123 South Front Street Memphis, TN 38103
Benson Craig Blackwell	Vice President
SSN:	First Elected: Tuesday, June 11, 1996
Primary Address:	123 South Front Street Memphis, TN 38103
Michael E. Butterick	Vice President & Controller
SSN:	First Elected: Wednesday, September 27, 1995
Primary Address:	123 South Front Street Memphis, TN 38103
William L. Cone	Vice President
SSN:	First Elected: Friday, June 06, 1997
Primary Address:	123 South Front Street Memphis, TN 38103
James Cook	Vice President & Treasurer
SSN:	First Elected: Thursday, December 17, 1998
Primary Address:	123 South Front Street Memphis, TN 38103
Brett D. Easley	Vice President
SSN:	First Elected: Monday, October 24, 1994
Primary Address:	123 South Front Street Memphis, TN 38103
James Etzkorn	Vice President
SSN:	First Elected: Friday, June 26, 1998
Primary Address:	P.O. Box 2198 Memphis, TN 38101-9842

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AutoZone, Inc.

Clete Faddis SSN:	Vice President First Elected: Friday, June 05, 1998
Primary Address:	123 South Front Street Memphis, TN 38103
Larry Fussy SSN:	Vice President First Elected: Tuesday, October 20, 1998
Primary Address:	123 South Front Street Memphis, TN 38103
Wm. David Gilmore SSN:	Vice President First Elected: Friday, June 06, 1997
Primary Address:	60 Madison Avenue Memphis, TN 38103 USA
Frank B. Goodman, III SSN:	Vice President First Elected: Friday, June 06, 1997
Primary Address:	123 South Front Street Memphis, TN 38103
Patricia K. Greenberger SSN:	Vice President First Elected: Tuesday, October 20, 1998
Primary Address:	123 South Front Street Memphis, TN 38103
Mark D. Hamm SSN:	Vice President First Elected: Wednesday, October 22, 1997
Primary Address:	123 South Front Street Memphis, TN 38103
Phillip J. Jackson SSN:	Vice President First Elected: Tuesday, October 27, 1987
Primary Address:	123 South Front Street Memphis, TN 38103
William R. McCawley, Jr. SSN:	Vice President First Elected: Wednesday, December 09, 1992
Primary Address:	123 South Front Street Memphis, TN 38103

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AutoZone, Inc.

Steven R. McClanahan

Vice President

SSN:

First Elected: Friday, October 22,
1993

Primary Address: 123 South Front Street
Memphis, TN 38103

Grantland E. McGee

Vice President

SSN:

First Elected: Thursday, June 22,
1995

Primary Address: 123 South Front Street
Memphis, TN 38103

Jack Mitchell

Vice President

SSN:

First Elected: Friday, June 05,
1998

Primary Address: 123 South Front Street
Memphis, TN 38103

Thomas Newbern

Vice President

SSN:

First Elected: Tuesday, October
20, 1998

Primary Address: 123 South Front Street
Memphis, TN 38103

David W. Nichols

Vice President

SSN:

First Elected: Wednesday, October
22, 1997

Primary Address: 123 South Front Street
Memphis, TN 38103

John O'Connell

Vice President

SSN:

First Elected: Thursday, December
17, 1998

Primary Address: 123 South Front Street
Memphis, TN 38103

Robert F. Osswald

Vice President

SSN:

First Elected: Wednesday, October
22, 1997

Primary Address: 123 South Front Street
Memphis, TN 38103

Mark Palazola

Vice President

SSN:

First Elected: Friday, June 05,
1998

Primary Address: 123 South Front Street
Memphis, TN 38103

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AutoZone, Inc.

William C. Rhodes, III

Vice President

SSN:

First Elected: Friday, June 06,
1997

Primary Address: 123 South Front Street
Memphis, TN 38103

Richard C. Smith

Vice President

SSN:

First Elected: Wednesday, October
22, 1997

Primary Address: 123 South Front Street
Memphis, TN 38103

Dennis P. Tolivar

Vice President

SSN:

First Elected: Wednesday, October
22, 1997

Primary Address: 123 South Front Street
Memphis, TN 38103

Emma Jo Kauffman

Assistant Treasurer

SSN:

First Elected: Thursday, December
12, 1996

Primary Address: 123 South Front Street
Memphis, TN 38103

Donald R. Rawlins

Assistant Secretary & Assistant General Counsel

SSN:

First Elected: Thursday, December
16, 1993

Primary Address: 123 South Front Street
Memphis, TN 38103