

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

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 # P38388 (5)

1. Corporation Name
AMERICAN OIL CHANGE CORPORATION

Principal Place of Business 700 MILAM HOUSTON TX 77002-2808 US	Mailing Address P.O. BOX 2867 HOUSTON TX 77252-2867
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2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified 04/15/1992	3a. Date of Last Report 04/24/1996
21 State, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 22-2806458	Applied For Not Applicable
22 City & State	27 City & State	6. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23 Zip	28 Country	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24 Zip	25 Country	29 Zip	30 Country
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	

9. Name and Address of Current Registered Agent
**C T CORPORATION SYSTEM
 1200 SO. PINE ISLAND RD.,
 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 **FL**

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	PD	<input type="checkbox"/> DELETE
NAME	WHEAT, JAMES M.	
STREET ADDRESS	700 MILAM	
CITY- ST- ZIP	HOUSTON TX	
TITLE	VC	<input type="checkbox"/> DELETE
NAME	MCCONNELL, THOMAS M.	
STREET ADDRESS	700 MILAM	
CITY- ST- ZIP	HOUSTON TX	
TITLE	V	<input type="checkbox"/> DELETE
NAME	BASSETT, GREGORY D.	
STREET ADDRESS	700 MILAM	
CITY- ST- ZIP	HOUSTON TX	
TITLE	V	<input type="checkbox"/> DELETE
NAME	STUEBING, BRADLEY F.	
STREET ADDRESS	700 MILAM	
CITY- ST- ZIP	HOUSTON TX	
TITLE	TD	<input type="checkbox"/> DELETE
NAME	ALDERSON, DAVID P II	
STREET ADDRESS	700 MILAM	
CITY- ST- ZIP	HOUSTON TX	
TITLE	S	<input type="checkbox"/> DELETE
NAME	CONDIT, LINDA F.	
STREET ADDRESS	700 MILAM	
CITY- ST- ZIP	HOUSTON TX	

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 checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	ENGELMEYER, ALLAN G.
4.3 STREET ADDRESS	
4.4 CITY- ST- ZIP	
5.1 TITLE	VD <input checked="" 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:  DATE: **4/18/97** (713) 546-8907

CR2E034 (9/96)

AMERICAN OIL CHANGE CORPORATION

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 Secretary	700 Milam Houston, TX 77002-2806
Allan G. Engelmeyer	Vice President	700 Milam Houston, TX 77002-2806
Thomas M. McConnell	Vice President and Controller	700 Milam Houston, TX 77002-2806
Joseph D. Porter	Vice President	700 Milam Houston, TX 77002-2806
Bruce K. Misamore	Treasurer	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

NOTE: All terms expire upon the election of successors.