

No. 102274	Idaho Corporation Annual Report Form	2. Registered Agent and Office NOT A P.O. BOX
Return To Secretary of State Room 203, Statehouse P.O. BOX 83720 Boise, ID 83720-0080 * FIRST NOTICE * NO FEE REQUIRED	Due No Later Than November 1, 1994 1. Mailing Address — Please Correct, If Not Correct CIRCLE K PROPERTIES, INC. MIKE GIBBONS PO BOX 52085 PHOENIX AZ 85072	CT CORPORATION SYSTEM 300 N 6TH ST BOISE ID 83701 3. Incorporated Under The Laws of DE NO: 102274

4. Names and Addresses of Officers and Directors

MUST BE PRINTED OR TYPED

	Name	Street or P.O. Address	City	State	Zip
President:	Scott Kracke	P.O. Box 52085	Phoenix	AZ	85072
Secretary:	Joel Sterrett	P.O. Box 52085	Phoenix	AZ	85072
Directors:	see attached				

5. Nature of Business

Real Estate Holdings

6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete.

Signature

Name

(Typed or Printed)


 Joel A. Sterrett

Date

10/ /94

Title

Secretary

P383572933

CIRCLE K PROPERTIES, INC.

DELAWARE 5/5/93
13-3715174

OFFICERS

	NAME	ADDRESS
President:	Scott Kracke	225 Varick Street, NY 10014
Vice President:	John F. Antioco	10592 N. 106th Place, Scottsdale, AZ 85258
Vice President and Treasurer:	Larry J. Zine	1225 E. Warner Rd #16, Tempe, AZ 85284
Vice President/Assistant Secretary:	Gehl P. Babinec	13047 North 80th Place, Scottsdale, AZ 85260
Vice President:	F. Stephen Gogul	6970 E. Carriage Trails Dr., Cave Creek, AZ 85331
Vice President:	Mitchel E. Telson	7539 N. 21st Place, Phoenix, AZ 85020
Vice President:	Philip W. Tomczyk	10481 E. Windrose Drive, Scottsdale, AZ 85259
Secretary:	Joel A. Sterrett	8113 East Appaloosa Trail, Scottsdale, AZ 85258
Assistant Secretary:	Cortland J. Silver, Jr.	2045 E. Diamond Dr., Tempe, AZ 85283
Assistant Secretary:	Donald S. Smith	1302 West Aster Drive, Phoenix, AZ 85029
Assistant Secretary:	Leanne C. Wilhart	6102 E. Montecito Ave, Scottsdale, AZ 85251
Assistant Secretary:	Jeffery M. Everett	261 Trontera Circle, Litchfield Park, AZ 85340
Assistant Treasurer:	Michael H Gibbons	7637 E. Euclid Ave., Mesa, AZ 85208

DIRECTORS

Savio W. Tung	#5 Gatehouse Rd., Scarsdale, NY 10583
Scott Kracke	225 Varick Street, NY 10014
John F. Antioco	10592 N. 106th Place, Scottsdale, AZ 85258
Larry J. Zine	1225 E. Warner Rd #16, Tempe, AZ 85284

Business address for all officers and directors:

Shares Authorized: 1,000 Common
Shares Outstanding: 1,000 Common \$1.00 Par Value

Phoenix Corporate Center
3003 N. Central Avenue
Phoenix, AZ 85012

12-Oct-94