

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

FILED
Jan 31 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 # F94000000526 (3)

1. Corporation Name:
CARMAX AUTO SUPERSTORES, INC.



Principal Place of Business
**11090 W. BROAD ST
 RICHMOND VA 23060**

Mailing Address
**11090 W. BROAD ST
 RICHMOND VA 23060-5938**

3. Date Incorporated or Qualified 02/03/1994	3a. Date of Last Report 04/15/1996
4. FEI Number 54-0649949	Applied For 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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 4212 Park Place Court Suite, Apt. #, etc.	2a. Mailing Address 26 4212 Park Place Court Suite, Apt. #, etc.
22 City & State 23 Richmond, VA	27 City & State 28 Richmond, VA
24 Zip 23060 25 Country US	29 Zip 23060 30 Country US

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 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
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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 reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE CP	NAME SHARP, RICHARD L	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS 9950 MAYLAND DR	CITY-ST-ZIP RICHMOND VA	1.2 NAME	
	<input checked="" type="checkbox"/> DELETE	1.3 STREET ADDRESS	
TITLE V	NAME LIGON, W. AUSTIN	1.4 CITY-ST-ZIP	
STREET ADDRESS 9950 MAYLAND DR.	CITY-ST-ZIP RICHMOND VA	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
	<input type="checkbox"/> DELETE	2.2 NAME	
TITLE V	NAME O'NEIL, MARK F	2.3 STREET ADDRESS	
STREET ADDRESS 4212 PARK PLACE COURT	CITY-ST-ZIP GLEN ALLEN VA	2.4 CITY-ST-ZIP	
	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE VS	NAME CHALIFOUX, MICHAEL T	3.2 NAME	
STREET ADDRESS 9950 MAYLAND DR	CITY-ST-ZIP RICHMOND VA	3.3 STREET ADDRESS	
	<input type="checkbox"/> DELETE	3.4 CITY-ST-ZIP	
TITLE T	NAME DUNN, PHILIP J	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS 9950 MAYLAND DR	CITY-ST-ZIP RICHMOND VA	4.2 NAME	
	<input type="checkbox"/> DELETE	4.3 STREET ADDRESS	
TITLE		4.4 CITY-ST-ZIP	
NAME		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		5.2 NAME	
CITY-ST-ZIP		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: *Philip J. Dunn* **Philip J. Dunn** 1-14-97 804-527-4000
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)