

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

FILED
Feb 05 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		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 4212 PARK PL CT RICHMOND VA 23060 US	Mailing Address 4212 PARK PL CT RICHMOND VA 23060 US
---	---

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 4900 Cox Road Suite, Apt. #, etc. 22 City & State 23 Glen Allen, VA Zip 24 23060 Country 25 USA		2a. Mailing Address 26 9950 Mayland Drive Suite, Apt. #, etc. 27 Tax Department City & State 28 Richmond, VA Zip 29 23233 Country 30 USA		3. Date Incorporated or Qualified 02/03/1994	4. FEI Number 54-0649949 Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$8.75 Additional Fee Required \$5.00 May Be Added to Fees	
8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No					

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	

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	<input checked="" type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	SHARP, RICHARD L		1.2 NAME	See attached list	
STREET ADDRESS	9950 MAYLAND DR		1.3 STREET ADDRESS		
CITY-ST-ZIP	RICHMOND VA		1.4 CITY-ST-ZIP		
TITLE	V	<input checked="" type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	LIGON, W. AUSTIN		2.2 NAME		
STREET ADDRESS	9950 MAYLAND DR.		2.3 STREET ADDRESS		
CITY-ST-ZIP	RICHMOND VA		2.4 CITY-ST-ZIP		
TITLE	V	<input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	O'NEIL, MARK F		3.2 NAME		
STREET ADDRESS	4212 PARK PLACE COURT		3.3 STREET ADDRESS		
CITY-ST-ZIP	GLEN ALLEN VA		3.4 CITY-ST-ZIP		
TITLE	VS	<input checked="" type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	CHALIFOUX, MICHAEL T		4.2 NAME		
STREET ADDRESS	9950 MAYLAND DR		4.3 STREET ADDRESS		
CITY-ST-ZIP	RICHMOND VA		4.4 CITY-ST-ZIP		
TITLE	T	<input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME	DUNN, PHILIP J		5.2 NAME		
STREET ADDRESS	9950 MAYLAND DR		5.3 STREET ADDRESS		
CITY-ST-ZIP	RICHMOND VA		5.4 CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition	
NAME			6.2 NAME		
STREET ADDRESS			6.3 STREET ADDRESS		
CITY-ST-ZIP			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.

SIGNATURE: *Philip J. Dunn* **1/22/98 (804) 527-4000**

CPRE034 (10/97)

**CarMax Auto Superstores, Inc.
List of Officers**

Richard L. Sharp	✓ Chairman/CEO
W. Austin Ligon	✓ President
Keith D. Browning	VP/CFO & Assistant Secretary
Mark F. O'Neil	✓ Vice President
Tomas J. Folliard	Vice President
Michael K. Dolan	Vice President
Benjamin B. Cummings, Jr.	Vice President
R. Bruce Lucas	Vice President
Michael T. Chalifoux	✓ Vice President/Secretary
Philip J. Dunn	Treasurer/Assistant Secretary
W. Stephen Cannon	General Counsel/Assistant Secretary
Fred S. Wilson	Assistant Vice President
K. Douglas Moyers	Assistant Secretary - Real Estate
Lisa J. Baldyga	Assistant Secretary
Nancyellen Keane	Deputy General Counsel/Director of Legal Services and Asst. Secretary

Address for all of the above is:
9950 Mayland Drive, Richmond, VA 23233-1464

**CarMax Auto Superstores, Inc.
List of Directors**

Richard L. Sharp
W. Austin Ligon
Michael T. Chalifoux
Keith D. Browning
Philip J. Dunn