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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT



FLORIDA DEPARTMENT OF STATE
Sandra B. Workman
Secretary of State
DIVISION OF CORPORATIONS

1996-1997

DOCUMENT # P02386 (1)

1. Corporation Name
GTE DIRECTORIES SALES CORPORATION

Principal Place of Business Mailing Address
GTE PLACE ATTN: TAX DEPT.
W. AIRFIELD DRIVE P.O. Box 619810
DFW AIRPORT TX 75261-8810
GTE PLACE ATTN: TAX DEPT.
W. AIRFIELD DRIVE P.O. Box 619810
DFW AIRPORT TX 75261-8810

Please change addresses

2. Principal Place of Business	2a. Mailing Address	3. Date Incorporated or Qualified	3a. Date of Last Report
21. Sure Apt # etc	2b. Sure Apt # etc	06/12/1984	05/01/1995
22. City & State	27. City & State	4. FEI Number	Applied For
23. Zip	28. Country	36-3254411	Not Applicable
24. State	29. State	5. Certificate of Status Desired	\$8.75 Additional Fee Required
		<input type="checkbox"/>	
		6. Election Campaign Financing Trust Fund Contribution	\$5.00 May Be Added to Fees
		<input type="checkbox"/>	
		7. This corporation has liability for intangible tax under s. 199.032 Florida Statutes	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

8. Name and Address of Current Registered Agent	10. Name and Address of New Registered Agent
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324	81. Name 82. Street Address (P.O. Box Number is Not Acceptable) 83. 84. City 85. FL 86. 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 terminating DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	VP <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CARLSON, MARILYN B	1.2 NAME	SEE ATTACHED
STREET ADDRESS	GTE PLACE W AIRFIELD DR	1.3 STREET ADDRESS	
CITY-STATE-ZIP	DFW AIRPORT TX	1.4 CITY-STATE-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	2.1 TITLE	
NAME	HANLE, W S	2.2 NAME	500002178305--0 -05/14/97--01076--005 ***165.00 ***165.00
STREET ADDRESS	GTE PLACE W AIRFIELD DR	2.3 STREET ADDRESS	
CITY-STATE-ZIP	DFW AIRPORT TX	2.4 CITY-STATE-ZIP	
TITLE	VP <input type="checkbox"/> DELETE	3.1 TITLE	
NAME	POLLARD, CLINT E	3.2 NAME	
STREET ADDRESS	GTE PLACE W AIRFIELD DR	3.3 STREET ADDRESS	
CITY-STATE-ZIP	DFW AIRPORT TX	3.4 CITY-STATE-ZIP	
TITLE	C <input type="checkbox"/> DELETE	4.1 TITLE	
NAME	LAVER, SCOTT B	4.2 NAME	
STREET ADDRESS	GTE PLACE W AIRFIELD DR	4.3 STREET ADDRESS	
CITY-STATE-ZIP	DFW AIRPORT TX	4.4 CITY-STATE-ZIP	
TITLE	D <input type="checkbox"/> DELETE	5.1 TITLE	
NAME	ENGLEMAN, DONALD J.	5.2 NAME	
STREET ADDRESS	GTE PLACE W AIRFIELD DR	5.3 STREET ADDRESS	
CITY-STATE-ZIP	DFW AIRPORT TX	5.4 CITY-STATE-ZIP	
TITLE	AS <input type="checkbox"/> DELETE	6.1 TITLE	
NAME	BALSLEY, KEVIN D.	6.2 NAME	
STREET ADDRESS	GTE PLACE W AIRFIELD DR	6.3 STREET ADDRESS	
CITY-STATE-ZIP	DFW AIRPORT TX	6.4 CITY-STATE-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(d), 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 recorder or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12.

SIGNATURE *Kevin D. Balsley* Kevin D. Balsley, 4/28/97 922-453-7360

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GTE DIRECTORIES SALES CORPORATION
FEIN 36-3254411

OFFICERS

<u>NAME</u>	<u>SOCIAL SECURITY</u>	<u>TITLE</u>
Marilyn B. Neal	262-80-6274	Vice President/General Manager
W. Scott Hanle	213-52-5551	Vice President-Finance
Clint E. Pollard	251-86-0884	Vice President-Western Region
Vacant		Vice President-Central Region
Richard G. Martin	174-38-8329	Vice President-Eastern Region
Patrick J. Marshall	149-46-6908	Vice President-New Media Services
Garry R. Nichols	261-29-8205	Controller
Sandra G. Parker	457-80-1776	Secretary
Dana Brooks Bourland	447-68-1783	Assistant Secretary
Kevin D. Balsley	345-44-8078	Assistant Secretary
Michael J. Luckey	337-42-4825	Assistant Secretary
Edward F. McNamara	030-40-0449	Treasurer

DIRECTORS

Earl A. Goode
Donald J. Engleman
W. Scott Hanle
R. Bryant Byrd
Marilyn B. Neal

Date terms of Officers expire: When successor is elected

The mailing address and phone number for all Officers and Directors is:

GTE DIRECTORIES SALES CORPORATION
GTE Place, W. Airfield Drive
P.O. Box 619810
D/FW Airport, TX 75261-9810

(972) 453-7000