


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

FILED

**May 08 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P02386 (1)
 1. Corporation Name
GTE DIRECTORIES SALES CORPORATION



Principal Place of Business ATTN: TAX DEPT. P.O. BOX 619810 DFW AIRPORT TX 75261-9810	Mailing Address ATTN: TAX DEPT. P.O. BOX 619810 DFW AIRPORT TX 75261-9810
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DO NOT WRITE IN THIS SPACE

21 2. Principal Place of Business	2a. Mailing Address
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	30 Country

3. Date Incorporated or Qualified 06/12/1984	
4. FEI Number 36-3254411	Applied For <input type="checkbox"/> 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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 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

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

TITLE	VP	<input type="checkbox"/> DELETE
NAME	CARLSON, MARILYN B	
STREET ADDRESS	GTE PLACE W AIRFIELD DR	
CITY-ST-ZIP	DFW AIRPORT TX	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	HANLE, W S	
STREET ADDRESS	GTE PLACE W AIRFIELD DR	
CITY-ST-ZIP	DFW AIRPORT TX	
TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	POLLARD, CLINT E	
STREET ADDRESS	GTE PLACE W AIRFIELD DR	
CITY-ST-ZIP	DFW AIRPORT TX	
TITLE	C	<input type="checkbox"/> DELETE
NAME	LAYER, SCOTT B	
STREET ADDRESS	GTE PLACE W AIRFIELD DR	
CITY-ST-ZIP	D/FW AIRPORT TX	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	ENGLEMAN, DONALD J.	
STREET ADDRESS	GTE PLACE W AIRFIELD DR	
CITY-ST-ZIP	DFW AIRPORT TX	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	BALSLEY, KEVIN D.	
STREET ADDRESS	GTE PLACE W AIRFIELD DR.	
CITY-ST-ZIP	DFW AIRPORT TX	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	NEAL, MARILYN B.	
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	KELLY, JAY	
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input 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 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 changed, or on an attachment with an address.

SIGNATURE _____

CR2E034 (10/97)

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
David J. Alpher	348-42-2540	Vice President/General Manager-National Accounts Sales
W. Scott Hanle	213-52-5551	Vice President-Finance
Linda A. Martin	561-90-0358	Vice President-Western Region
Robert S. Alexander, Jr.	263-84-0938	Vice President-Eastern Region
Scott B. Laver	133-48-1526	Vice President-Central Region
Patrick J. Marshall	149-46-6908	Vice President-New Media Services
John J. McDonald	025-46-3239	Vice President-Marketing
R. Bryant Byrd	243-70-9687	Vice President-Operations & Support Quality
Jay Kelly	305-52-3132	Controller
Allison Culver	220-98-9016	Secretary
Terrence M. Leve, Sr.	563-25-7632	Assistant Secretary
Kevin D. Balsley	345-44-8078	Assistant Secretary
Edward F. McNamara	030-40-0449	Treasurer

DIRECTORS

Earl A. Goode
Donald J. Engleman
W. Scott Hanle
John J. McDonald
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