


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

**FILED**  
**May 04, 1999 8:00 am**  
**Secretary of State**

05-04-1999 90017 039 \*\*\*150.00

UPAL0490

|                                                    |                                                                                   |                                                                                                          |
|----------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| PROFIT CORPORATION<br>ANNUAL REPORT<br><b>1999</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Katherine Harris</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|----------------------------------------------------|-----------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|

**DOCUMENT # P02386**  
 1. Corporation Name  
**GTE DIRECTORIES SALES CORPORATION**

|                                                                                                |                                                                                    |
|------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|
| Principal Place of Business<br>ATTN: TAX DEPT.<br>P.O. BOX 619810<br>DFW AIRPORT TX 75261-9810 | Mailing Address<br>ATTN: TAX DEPT.<br>P.O. BOX 619810<br>DFW AIRPORT TX 75261-9810 |
|------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------|



DO NOT WRITE IN THIS SPACE

|                                |                     |                     |                 |                                                                             |  |
|--------------------------------|---------------------|---------------------|-----------------|-----------------------------------------------------------------------------|--|
| 2. Principal Place of Business |                     | 2a. Mailing Address |                 | 3. Date Incorporated or Qualified                                           |  |
| 21                             | Suite, Apt. #, etc. | 26                  | TAX DEPARTMENT  | 06/12/1984                                                                  |  |
| 22                             | City & State        | 27                  | P.O. BOX 152203 | 4. FEI Number                                                               |  |
| 23                             | Zip                 | 28                  | IRVING, TX      | 36-3254411                                                                  |  |
| 24                             | Country             | 29                  | 75015-2203      | Applied For                                                                 |  |
|                                |                     |                     | US              | Not Applicable                                                              |  |
|                                |                     |                     |                 | 5. Certificate of Status Desired                                            |  |
|                                |                     |                     |                 | <input type="checkbox"/> \$8.75 Additional Fee Required                     |  |
|                                |                     |                     |                 | 6. Election Campaign Financing                                              |  |
|                                |                     |                     |                 | <input type="checkbox"/> \$5.00 May Be Added to Fees                        |  |
|                                |                     |                     |                 | 8. This corporation owes the current year Intangible Personal Property Tax. |  |
|                                |                     |                     |                 | <input type="checkbox"/> Yes <input type="checkbox"/> No                    |  |

|                                                                          |  |  |  |                                              |                                                    |    |    |
|--------------------------------------------------------------------------|--|--|--|----------------------------------------------|----------------------------------------------------|----|----|
| 9. Name and Address of Current Registered Agent                          |  |  |  | 10. Name and Address of New Registered Agent |                                                    |    |    |
| CT CORPORATION SYSTEM<br>1200 S. PINE ISLAND ROAD<br>PLANTATION FL 33324 |  |  |  | 81                                           | Name                                               |    |    |
|                                                                          |  |  |  | 82                                           | Street Address (P.O. Box Number is Not Acceptable) |    |    |
|                                                                          |  |  |  | 83                                           |                                                    |    |    |
|                                                                          |  |  |  | 84                                           | City                                               | FL | 85 |

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 \_\_\_\_\_ DATE \_\_\_\_\_  
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

| 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                       | NEAL, MARILYN B.                   | 1.2 NAME                                              |                                                                              |
| STREET ADDRESS             | GTE PLACE W AIRFIELD DR            | 1.3 STREET ADDRESS                                    |                                                                              |
| CITY-ST-ZIP                | DFW AIRPORT TX                     | 1.4 CITY-ST-ZIP                                       |                                                                              |
| TITLE                      | VP <input type="checkbox"/> DELETE | 2.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | HANLE, W S                         | 2.2 NAME                                              |                                                                              |
| STREET ADDRESS             | GTE PLACE W AIRFIELD DR            | 2.3 STREET ADDRESS                                    |                                                                              |
| CITY-ST-ZIP                | DFW AIRPORT TX                     | 2.4 CITY-ST-ZIP                                       |                                                                              |
| TITLE                      | C <input type="checkbox"/> DELETE  | 3.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       | KELLY, JAY                         | 3.2 NAME                                              |                                                                              |
| STREET ADDRESS             | GTE PLACE W AIRFIELD DR            | 3.3 STREET ADDRESS                                    |                                                                              |
| CITY-ST-ZIP                | D/FW AIRPORT TX                    | 3.4 CITY-ST-ZIP                                       |                                                                              |
| TITLE                      | AS <input type="checkbox"/> DELETE | 4.1 TITLE                                             | <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | BALSLEY, KEVIN D.                  | 4.2 NAME                                              |                                                                              |
| STREET ADDRESS             | GTE PLACE W AIRFIELD DR.           | 4.3 STREET ADDRESS                                    | 1255 CORPORATE DRIVE                                                         |
| CITY-ST-ZIP                | DFW AIRPORT TX                     | 4.4 CITY-ST-ZIP                                       | IRVING, TX                                                                   |
| TITLE                      | <input type="checkbox"/> DELETE    | 5.1 TITLE                                             | <input type="checkbox"/> Change <input type="checkbox"/> Addition            |
| NAME                       |                                    | 5.2 NAME                                              |                                                                              |
| STREET ADDRESS             |                                    | 5.3 STREET ADDRESS                                    |                                                                              |
| CITY-ST-ZIP                |                                    | 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, with all other like empowered.

SIGNATURE: Kevin D. Balsley DATE: 4/20/99  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (11/98)

GTE DIRECTORIES SALES CORPORATION  
FEIN 36-3254411

475624-90017-39  
PO2384

OFFICERS

| <u>NAME</u>              | <u>SOCIAL SECURITY</u> | <u>TITLE</u>                                                 |
|--------------------------|------------------------|--------------------------------------------------------------|
| Marilyn B. Neal          | 262-80-6274            | Vice President/General<br>Manager                            |
| David J. Alpher          | 348-42-2540            | Vice President/General<br>Manager-National Accounts<br>Sales |
| W. Scott Hanle           | 213-52-5551            | Vice President-Finance                                       |
| Linda A. Martin          | 561-90-0358            | Vice President-Western<br>Region                             |
| Robert S. Alexander, Jr. | 263-84-0938            | Vice President-Eastern<br>Region                             |
| Scott B. Laver           | 133-48-1526            | Vice President-Central<br>Region                             |
| Patrick J. Marshall      | 149-46-6908            | Vice President-New Media<br>Services                         |
| John J. McDonald         | 025-46-3239            | Vice President-Marketing                                     |
| R. Bryant Byrd           | 243-70-9687            | Vice President-Operations<br>& 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