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Feb 25, 1999 8:00 am
Secretary of State

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 002260

1. Corporation Name
GTE FLORIDA INCORPORATED



DO NOT WRITE IN THIS SPACE

Principal Place of Business
**201 N. FRANKLIN ST
 FLTC0007
 TAMPA FL 33602
 US**

Mailing Address
**600 HIDDEN RIDGE
 HQEO3H10
 IRVING TX 75038
 US**

3. Date Incorporated or Qualified
06/20/1901

4. FEI Number
59-0397520

5. Certificate of Status Desired Applied For
 Not Applicable **\$8.75 Additional Fee Required**

6. Election Campaign Financing - Trust Fund Contribution **\$5.00 May Be Added to Fees**

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

29 30

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM
 1200 SOUTH 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 **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

TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	DAKS, PETER A	
STREET ADDRESS	201 N. FRANKLIN ST	
CITY-ST-ZIP	TAMPA FL	
TITLE	EVPD	<input type="checkbox"/> DELETE
NAME	APPEL, JOHN C.	
STREET ADDRESS	600 HIDDEN RIDGE	
CITY-ST-ZIP	IRVING TX	
TITLE	SVP	<input checked="" type="checkbox"/> DELETE
NAME	DINSMORE, GERALD K	
STREET ADDRESS	600 HIDDEN RIDGE	
CITY-ST-ZIP	IRVING TX	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	SOMES, CHARLES J.	
STREET ADDRESS	600 HIDDEN RIDGE	
CITY-ST-ZIP	IRVING TX	
TITLE	D	<input type="checkbox"/> DELETE
NAME	MATELAND, L K JR	
STREET ADDRESS	600 HIDDEN RIDGE	
CITY-ST-ZIP	IRVING TX 75038	
TITLE	D	<input type="checkbox"/> DELETE
NAME	WHITMAN, LAWRENCE R	
STREET ADDRESS	600 HIDDEN RIDGE	
CITY-ST-ZIP	IRVING TX 75038	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	PD	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	JOHN A. FERRELL	
1.3 STREET ADDRESS	ONE TAMPA CITY CENTER	
1.4 CITY-ST-ZIP	TAMPA, FL 33602	
2.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	VP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	LAWRENCE R. WHITMAN	
3.3 STREET ADDRESS	600 HIDDEN RIDGE	
3.4 CITY-ST-ZIP	IRVING, TX 75038	
4.1 TITLE	S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	MARIANNE DROST	
4.3 STREET ADDRESS	1255 CORPORATE DRIVE	
4.4 CITY-ST-ZIP	IRVING, TX 75038	
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 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Rosalynn Christian Date: 1/21/99 Daytime Phone #: 972/507-5295

CR2E034 (11/98)