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Apr 09 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # F94000001289 (7)

1. Corporation Name
CSG SYSTEMS, INC.



Principal Place of Business

Mailing Address

2525 N. 117TH AVENUE
3AC
OMAHA NE 68164
US

2525 N. 117TH AVENUE
3AC
OMAHA NE 68164-3679
US

3. Date Incorporated or Qualified

03/14/1994

3a. Date of Last Report

04/10/1996

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip Country

28 Zip Country

24 25 29 30

4. FEI Number

47-0772478

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
PLANTATION FL 33324

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE D
NAME HANSEN, NEAL C.
STREET ADDRESS 5251 DTC PARKWAY, SUITE 625
CITY-ST-ZIP ENGLEWOOD CO

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY-ST-ZIP

TITLE D
NAME HADDIX, GEORGE F.
STREET ADDRESS 2525 N. 117TH AVENUE
CITY-ST-ZIP OMAHA NE

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY-ST-ZIP

TITLE V
NAME CORY, JIM
STREET ADDRESS 5251 DTC PARKWAY, SUITE 625
CITY-ST-ZIP ENGLEWOOD CO

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY-ST-ZIP

TITLE VP
NAME CULLER, DON
STREET ADDRESS 2525 N. 117TH AVENUE
CITY-ST-ZIP OMAHA NE

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY-ST-ZIP

TITLE VP
NAME MCCLUNG, TOM
STREET ADDRESS 2525 N. 117TH AVENUE
CITY-ST-ZIP OMAHA NE

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY-ST-ZIP

TITLE AS
NAME WIESE, RANDY
STREET ADDRESS 2525 N. 117TH AVENUE
CITY-ST-ZIP OMAHA NE

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY-ST-ZIP

14. I do 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

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Randy Wiese

(402) 431-7543

Assistant Secretary

Daytime Phone #

CR2E034 (9/96)

CSG SYSTEMS, INC.
OFFICERS AND DIRECTORS

OFFICERS	TITLE	ADDRESS
NEAL C. HANSEN 507-52-1673	CHIEF EXECUTIVE OFFICER	5251 DTC PARKWAY SUITE 625 ENGLEWOOD, CO 80111
GEORGE F. HADDIX 508-44-2210	PRESIDENT AND ASSISTANT SECRETARY	2525 N 117TH AVENUE OMAHA, NE 68164
GREG PARKER 478-76-4139	VICE PRESIDENT AND CHIEF FINANCIAL OFFICER	5251 DTC PARKWAY SUITE 625 ENGLEWOOD, CO 80111
JACK POGGE 481-88-4990	EXECUTIVE VICE PRESIDENT AND SECRETARY	5251 DTC PARKWAY SUITE 625 ENGLEWOOD, CO 80111
LARRY G. FENDLEY 451-66-7148	EXECUTIVE VICE PRESIDENT	2525 N. 117TH AVENUE OMAHA, NE 68164
JAMES A. COURY 480-66-2264	SENIOR VICE PRESIDENT	5251 DTC PARKWAY SUITE 625 ENGLEWOOD, CO 80111
PAMALA S. VANLANDINGHAM 507-86-7193	VICE PRESIDENT	2525 N 117TH AVENUE OMAHA, NE 68164
PAUL D. PHILLIPS 472-64-5509	VICE PRESIDENT	5251 DTC PARKWAY SUITE 625 ENGLEWOOD, CO 80111
DAVID FITE 521-90-4710	VICE PRESIDENT	5251 DTC PARKWAY SUITE 625 ENGLEWOOD, CO 80111
DONALD E. CULLER 281-38-2051	VICE PRESIDENT	2525 N 117TH AVENUE OMAHA, NE 68164
STEVEN HUTCHINSON 574-30-1523	VICE PRESIDENT	2525 N 117TH AVENUE OMAHA, NE 68164
ELIZABETH BAUER 471-88-2721	VICE PRESIDENT	5251 DTC PARKWAY SUITE 625 ENGLEWOOD, CO 80111
JOHN JOHNSON 507-54-0745	VICE PRESIDENT	2525 N 117TH AVENUE OMAHA, NE 68164
JOHN F. MARTIN 253-82-0974	VICE PRESIDENT	5251 DTC PARKWAY SUITE 625 ENGLEWOOD, CO 80111
JASON MATHERLY 491-78-4688	VICE PRESIDENT	5251 DTC PARKWAY SUITE 625 ENGLEWOOD, CO 80111
GLORIA OSBORN 507-68-9009	VICE PRESIDENT	2525 N 117TH AVENUE OMAHA, NE 68164
JAMES MICHAEL PETERS 224-68-2298	VICE PRESIDENT	2525 N 117TH AVENUE OMAHA, NE 68164
JERRY L. PONT 508-88-5999	VICE PRESIDENT	2525 N 117TH AVENUE OMAHA, NE 68164
DALE A. RATLIFF 505-62-7153	VICE PRESIDENT	2525 N 117TH AVENUE OMAHA, NE 68164
JOE RUBLE 285-62-2677	VICE PRESIDENT/GENERAL COUNSEL	5251 DTC PARKWAY SUITE 625 ENGLEWOOD, CO 80111
PAUL SHADDOCK 126-40-0865	VICE PRESIDENT	5251 DTC PARKWAY SUITE 625 ENGLEWOOD, CO 80111
RANDY WIESE 505-84-0674	ASSISTANT SECRETARY	2525 N 117TH AVENUE OMAHA, NE 68164
DIRECTORS		
NEAL C. HANSEN 507-52-1673		5251 DTC PARKWAY SUITE 625 ENGLEWOOD, CO 80111
GEORGE F. HADDIX 508-44-2210		2525 N 117TH AVENUE OMAHA, NE 68164
ROCKWELL A. SCHNABEL 508-50-1952		TRIDENT CAPITAL 355 SOUTH GRAND AVENUE SUITE 4295 LOS ANGELES, CA 90071
FRANK V. SICA 047-46-5503		MORGAN STANLEY VENTURE CAPITAL 1221 AVENUE OF THE AMERICAS 33 FLOOR NEW YORK, NY 10020
BERNARD REZNICEK		CENTRAL STATES LIFE INSURANCE 1212 N. 96TH STREET OMAHA, NE 68114
ROYCE J. HOLLAND		15180 PRESTOWOOD BLVD. SUITE 421 DALLAS, TX 75248