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NONPROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # N35830

1. Corporation Name
GTE CLASSIC ASSOCIATION, INC.

Principal Place of Business 16002 N. DALE MABRY 2ND FLOOR TAMPA FL 33618	Mailing Address %CHARLES BAGBY 201 E. KENNEDY BLVD., SUITE 1200 TAMPA FL 33602
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2. Principal Place of Business 21 5300 WEST LUTZ LAKE FERN Suite, Apt. #, etc. RD.	2a. Mailing Address 26 Suite, Apt. #, etc.	3. Date Incorporated or Qualified 12/27/1989
22	27	4. FEI Number 59-3151363
23 City & State LUTZ, FL	28 City & State	5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
24 Zip 33549	29 Country	6. Election Campaign Financing <input type="checkbox"/> \$5.00 May Be Added to Fees

9. Name and Address of Current Registered Agent BAGBY, CHARLES 201 E. KENNEDY BLVD. SUITE 1200 TAMPA FL 33602	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
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11. Pursuant to the provisions of Sections 617.0502 and 617.1508, 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 617.0503, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE DP	NAME BENNETT, JAMES	1.1 TITLE C	1.2 NAME BETTY CASTOR
STREET ADDRESS P.O. BOX 110, FLTC 0605 N/A	CITY-ST-ZIP TAMPA FL 33601	1.3 STREET ADDRESS 4202 E. FOWLER AVE.	1.4 CITY-ST-ZIP TAMPA, FL 33620
TITLE DV	NAME REEVES, ALLEN	2.1 TITLE C	2.2 NAME MIKE HARTMAN
STREET ADDRESS 11333 N FLORIDA AVE	CITY-ST-ZIP TAMPA FL 33612	2.3 STREET ADDRESS 600 N. WESTSHORE BLVD., STE 900	2.4 CITY-ST-ZIP TAMPA, FL 33609
TITLE TD	NAME BAGBY, CHARLES	3.1 TITLE VC	3.2 NAME MIKE SCOBIE
STREET ADDRESS 201 E. KENNEDY BLVD., SUITE 1200	CITY-ST-ZIP TAMPA FL 33602	3.3 STREET ADDRESS P.O. BOX 110, FLTC N/A	3.4 CITY-ST-ZIP TAMPA, FL 33601
TITLE C	NAME DAKS, PETE	4.1 TITLE S	4.2 NAME RICH ENGWALL
STREET ADDRESS P.O. BOX 110, FLTC 0100 N/A	CITY-ST-ZIP TAMPA FL 33601	4.3 STREET ADDRESS P.O. BOX 110, FLTC N/A	4.4 CITY-ST-ZIP TAMPA, FL 33601
TITLE S	NAME BURROWS, MARILYN	5.1 TITLE VP	5.2 NAME JOHN FERRELL
STREET ADDRESS P O BOX 110, FLTC 0788 N/A	CITY-ST-ZIP TAMPA FL 33601	5.3 STREET ADDRESS P.O. BOX 110, FLTC N/A	5.4 CITY-ST-ZIP TAMPA, FL 33601
TITLE V	NAME ALEXANDER, BOB	6.1 TITLE VP	6.2 NAME SUE CUSHING
STREET ADDRESS P.O. BOX 110, FLTC N/A	CITY-ST-ZIP TAMPA FL 33601	6.3 STREET ADDRESS P.O. BOX 110, FLTC N/A	6.4 CITY-ST-ZIP TAMPA, FL 33601

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 617, 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: *Charles L. Bagby* RECORDED L. BAGBY 1/13/99
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E037 (11/98)

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GTE CLASSIC ASSOCIATION, INC.
NONPROFIT CORPORATION ANNUAL REPORT 1999
ATTACHMENT TO #12. OFFICERS AND DIRECTORS

TITLE	VP	DELETE
NAME	JACK CRITCHFIELD	
STREET ADDRESS	P.O. BOX 33042	
CITY - ST -ZIP	ST. PETERSBURG, FL 33733	

TITLE	VP	CHANGE
NAME	SKIP DAVIS	
STREET ADDRESS	738 DOWNS AVENUE	
CITY - ST -ZIP	TAMPA, FL 33609	

TITLE	VP	CHANGE
NAME	PAUL KING	
STREET ADDRESS	12271 97TH AVENUE N.	
CITY - ST -ZIP	SEMINOLE, FL 34642	

TITLE	VP	ADDITION
NAME	SKIP GLASS	
STREET ADDRESS	P.O. BOX 110, FLTC N/A	
CITY - ST -ZIP	TAMPA, FL 33601	

TITLE	VP	ADDITION
NAME	FRED RIDLEY	
STREET ADDRESS	P.O. BOX 110, FLTC N/A	
CITY - ST -ZIP	TAMPA, FL 33601	

TITLE	VP	ADDITION
NAME	KATHY STAFFORD	
STREET ADDRESS	P.O. BOX 110, FLTC N/A	
CITY - ST -ZIP	TAMPA, FL 33601	