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**May 14 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 # 857323 (0)
1. Corporation Name
GTE GOVERNMENT SYSTEMS CORPORATION



Principal Place of Business
**77TH A-STREET
77 "A" STREET
NEEDHAM MA 02194
US**

Mailing Address
**15000 CONFERENCE CTR DR
CHANTILLY VA 20151-3819
US**

3. Date Incorporated or Qualified 08/04/1983	3a. Date of Last Report 05/01/1996
4. FEI Number 16-1190245	Applied For 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 has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 77 A Street	26
Suite, Apt. #, etc.	Suite, Apt. #, etc.
22	27
City & State	City & State
23	28
Zip	Zip
Country	Country
24	29 20151-3808
25	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
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

TITLE	DP	<input checked="" type="checkbox"/> DELETE
NAME	GICCA, FRANCIS A.	
STREET ADDRESS	77 "A" STREET	
CITY - ST - ZIP	NEEDHAM MA	
TITLE	S/D	<input type="checkbox"/> DELETE
NAME	DROST, MARIANNE	
STREET ADDRESS	ONE STAMFORD FORUM	
CITY - ST - ZIP	STAMFORD CT	
TITLE	VD	<input type="checkbox"/> DELETE
NAME	MONAGHAM, DAVID B.	
STREET ADDRESS	77 "A" STREET	
CITY - ST - ZIP	NEEDHAM MA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	DER MARDEROSIAN, ARMEN	
STREET ADDRESS	77 "A" STREET	
CITY - ST - ZIP	NEEDHAM MA	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	SEE ATTACHED
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 type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
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 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 REQUIRED** **4/30/97** 703-818-4448
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CP2E034 (9/96)

GTE GOVERNMENT SYSTEMS CORPORATION

Directors

Marianne Drost	One Stamford Forum Stamford CT 06904
Armen Der Marderosian	One Stamford Forum Stamford CT 06904
John R. Messier	77 "A" Street Needham, MA 02194
David B. Monaghan, Jr.	77 "A" Street Needham, MA 02194
Thomas W. Muldoon	77 "A" Street Needham, MA 02194

Officers

Armen Der Marderosian	President	One Stamford Forum Stamford CT 06904
John R. Messier	President-GTE Government Systems	77 "A" Street Needham, MA 02194
Thomas W. Muldoon	President-GTE Worldwide Telecommunications Services	77 "A" Street Needham, MA 02194
James W. Blase	Vice President & General Manager	77 "A" Street Needham, MA 02194
William F. Blosser	Vice President & General Manager	1940 E. Mariposa Ave. El Segundo, CA 90254
Michael E. Chandler	Vice President & General Manager	100 Ferguson Drive Mountain View, CA 94043
Thomas G. Curran	Vice President & General Manager	77 "A" Street Needham, MA 02194
Gerard J. DeMuro	Vice President & General Manager	400 John Quincy Adams Rd. Taunton, MA 02780
Robert K. Dutton	Vice President & General Manager	400 John Quincy Adams Rd. Taunton, MA 02780
Evan L. Gerard	Vice President & General Manager	100 Ferguson Drive Mountain View, CA 94043

GTE GOVERNMENT SYSTEMS CORPORATION

Officers (Cont.)

Joel Katz	Vice President & General Manager	77 "A" Street Needham, MA 02194
John H. Marino	Vice President & General Manager	400 John Quincy Adams Rd. Taunton, MA 02780
B. Larry Rhue	Vice President & General Manager	77 "A" Street Needham, MA 02194
John Siembieda	Vice President & General Manager	100 Ferguson Drive Mountain View, CA 94043
Giles C. Sinkewicz	Vice President & General Manager	15000 Conference Center Dr. Chantilly, VA 20151
Jack E. Smith	Vice President & General Manager	100 Ferguson Drive Mountain View, CA 94043
Joseph E. Sparagna	Vice President & General Manager	100 Ferguson Drive Mountain View, CA 94043
John F. Stewart, Jr.	Vice President & General Manager	100 Ferguson Drive Mountain View, CA 94043
Richard F. Umlah	Vice President & General Manager	77 "A" Street Needham, MA 02194
Alphonse R. Whitmore	Vice President & General Manager	400 John Quincy Adams Rd. Taunton, MA 02780
Irving Zaks	Vice President & General Manager	15000 Conference Center Dr. Chantilly, VA 20151
Lehman H. Johnson	Vice President	One Stamford Forum Stamford CT 06904
James A. Kane	Vice President	15000 Conference Center Dr. Chantilly, VA 20151
Jerold T. McClure	Vice President	77 "A" Street Needham, MA 02194
Donald E. Scott	Vice President	1001 N. 19 th Street Arlington, VA 22209
John P. Z. Kent	Vice President-Taxes	One Stamford Forum Stamford CT 06904
Gail M. King	Vice President & General Counsel Assistant Secretary	77 "A" Street Needham, MA 02194

GTE GOVERNMENT SYSTEMS CORPORATION

Officers (Cont.)

David B. Monaghan, Jr.	Vice President-Finance & Planning Assistant Treasurer	77 "A" Street Needham, MA 02194
Stacy B. Napper	Vice President	77 "A" Street Needham, MA 02194
Dan J. Cohrs	Treasurer	One Stamford Forum Stamford CT 06904
Jan L. Deur	Assistant Treasurer	One Stamford Forum Stamford CT 06904
James L. Martin	Assistant Treasurer	15000 Conference Center Dr. Chantilly, VA 20151
Marianne Drost	Secretary	One Stamford Forum Stamford CT 06904
Kevin T. Gammons	Assistant Secretary	77 "A" Street Needham, MA 02194
Chester F. Hayes	Assistant Secretary	100 Ferguson Drive Mountain View, CA 94043
Perry Seward	Assistant Secretary	400 John Quincy Adams Rd. Taunton, MA 02780
Ronald J. Tuccillo	Assistant Secretary	One Stamford Forum Stamford CT 06904
Vincent S. Antonacci	Assistant Secretary	77 "A" Street Needham, MA 02194
Samuel J. Wilson	Assistant Secretary	15000 Conference Center Dr. Chantilly, VA 20151