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May 16 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 # F95000000793 (8)

1. Corporation Name
U S WEST REAL ESTATE, INC.

Principal Place of Business
7800 E. ORCHARD RD., #480
ENGLEWOOD CO 80111

Mailing Address
7800 E. ORCHARD RD., #480
ENGLEWOOD CO 80111-2533



3. Date Incorporated or Qualified 02/16/1995	3a. Date of Last Report 07/23/1996
4. FEI Number 84-0923596	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 type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc. #390	26 Suite, Apt. #, etc. #390
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND RD.
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

(Signature typed in plain name of registered agent and title if applicable)

(NOTE: Registered Agent signature required when reinstating)

DATE

12. see attached also OFFICERS AND DIRECTORS

TITLE	D	<input type="checkbox"/> DELETE
NAME	ANDERSON, JAMES T	
STREET ADDRESS	7800 E. ORCHARD RD., #200	
CITY-STATE-ZIP	ENGLEWOOD CO 80111	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	POST, RICHARD A	
STREET ADDRESS	7800 E. ORCHARD RD., #200	
CITY-STATE-ZIP	ENGLEWOOD CO 80111	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	LOEWENSTEIN, STEWART A	
STREET ADDRESS	6200 S. QUEBEC ST., #350	
CITY-STATE-ZIP	ENGLEWOOD CO 80111	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	CARLSON, STEVEN R	
STREET ADDRESS	6200 S. QUEBEC ST., #350	
CITY-STATE-ZIP	ENGLEWOOD CO 80111	
TITLE	VT	<input type="checkbox"/> DELETE
NAME	MARSICO, CHRISTOPHER J	
STREET ADDRESS	6200 S. QUEBEC ST., #350	
CITY-STATE-ZIP	ENGLEWOOD CO 80111	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	ROELLIG, MARK D	
STREET ADDRESS	7800 E. ORCHARD RD., #480	
CITY-STATE-ZIP	ENGLEWOOD CO 80111	

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	
1.4 CITY-STATE-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-STATE-ZIP	
3.1 TITLE	Vice President and Asst. Secretary <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-STATE-ZIP	
4.1 TITLE	V. Pres., Controller and Asst. Sec. <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-STATE-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-STATE-ZIP	
6.1 TITLE	Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Frank M. Eichler
6.3 STREET ADDRESS	7800 East Orchard Road, #390
6.4 CITY-STATE-ZIP	Englewood, CO 80111

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:

Glenda M. Hjar
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

April 30, 1997

(303) 793-6531

Date

Daytime Phone

CR2E034 (9/96)

Directors and Officers
U S WEST Real Estate, Inc.

James T. Anderson	Director
Primary	: 7800 East Orchard Road
Address	: Suite 200
	Englewood, Colorado 80111

Richard A. Post President
Primary : 7800 East Orchard Road
Address : Suite 200
Englewood, Colorado 80111

Steven R. Carlson Vice President, Controller and
Assistant Secretary
Primary : 6200 South Quebec Street
Address : Suite 350
Englewood, Colorado 80111

Frank M. Eichler Secretary
Primary : 7800 East Orchard Road
Address : Suite 200
Englewood, Colorado 80111

Glenda M. Hijar Assistant Secretary
Primary : 7800 East Orchard Road
Address : Suite 390
Englewood, Colorado 80111