


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

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Apr 30 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 1. Corporation Name GTE PROFESSIONAL SERVICES, INCORPORATED	F96000003610
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Principal Place of Business 600 HIDDEN RIDGE IRVING, TX 75038	Mailing Address PO BOX 152203 IRVING, TX 75015-2203
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country		2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country		3. Date Incorporated or Qualified NOVEMBER 30, 1987	3a. Date of Last Report
		4. FEI Number 58-1768607		Applied For <input type="checkbox"/> Not Applicable	
		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
		6. Election Campaign Financing <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			

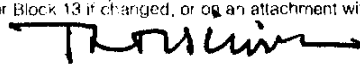
9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 660 East Jefferson Street Tallahassee, FL 32301				10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code	
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11. Pursuant to the provisions of Sections 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 _____ DATE _____
(Type in full, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating.)

12. OFFICERS AND DIRECTORS 1.1 TITLE <input type="checkbox"/> DELETE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP 2.1 TITLE <input type="checkbox"/> DELETE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP 3.1 TITLE <input type="checkbox"/> DELETE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP 4.1 TITLE <input type="checkbox"/> DELETE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP 5.1 TITLE <input type="checkbox"/> DELETE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP 6.1 TITLE <input type="checkbox"/> DELETE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 1.1 TITLE <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition 1.2 NAME MICHAEL B. ESSTMAN 1.3 STREET ADDRESS 600 Hidden Ridge 1.4 CITY-ST-ZIP Irving, TX 75038 2.1 TITLE <input type="checkbox"/> Change <input type="checkbox"/> Addition 2.2 NAME PLEASE SEE ATTACHED SCHEDULE 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	
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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: 	4/25/97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR	Date Daytime Phone #

CR2E034 (9/96)

GTE PROFESSIONAL SERVICES INCORPORATED

OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
Michael B. Esstman	President	600 Hidden Ridge Irving, TX 75038
J. Ted Gilmore	Vice President General Manager	2110 Walnut Hill Lane Irving, TX 75038-4417
Gerald K. Dinsmore	Sr. Vice President Finance & Planning	600 Hidden Ridge Irving, TX 75038
Charles J. Somes	Secretary	600 Hidden Ridge Irving, TX 75038
William M. Edwards, III	Controller	1420 E. Rochelle Rd Irving, TX 75039
Gregory D. Jacobson	Treasurer	600 Hidden Ridge Irving, TX 75038
Thomas N. Tiscione	Assistant Controller	1420 E. Rochelle Rd Irving, TX 75039
J. Wilma Aly	Assistant Secretary	600 Hidden Ridge Irving, TX 75038
Robert G. Deter	Assistant Treasurer	One Stamford Forum Stamford, CT 06904
Brian Callahan	Assistant Treasurer	One Stamford Forum Stamford, CT 06904
Karen Pogmore	Ministerial Vice President	One Stamford Forum Stamford, CT 06904

DIRECTORS

Thomas White	600 Hidden Ridge Irving, TX 75038
Gerald K. Dinsmore	600 Hidden Ridge Irving, TX 75038
Richard M. Cahill	600 Hidden Ridge Irving, TX 75038

Executive Office

**600 Hidden Ridge
Irving, TX 75038**