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FILED
Jun 03 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998

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

DOCUMENT # P00947

1. Corporation Name

U S WEST FINANCIAL SERVICES, INC.

MEDIACONE FINANCIAL SERVICES INC

Principal Place of Business

6200 S QUEBEC ST
STE 350
ENGLEWOOD CO 80111
US

Mailing Address

6200 S. QUEBEC ST
STE 350
ENGLEWOOD CO 80111
US

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

02/17/1984

2. Principal Place of Business

2a. Mailing Address

21 7800 East Orchard Road

26 7800 East Orchard Road

4. FEI Number

84-0931996

Applied For

Not Applicable

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22 Suite 390

27 Suite 390

5. Certificate of Status Desired

\$8.75 Additional Fee Required

City & State

City & State

23 Englewood, Colorado

28 Englewood, Colorado

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

Zip

Country

Zip

Country

24 80111

25

29 80111

30

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.

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 ROAD
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

NAME

STREET ADDRESS

CITY-ST-ZIP

PD
POST, RICHARD A
6200 S. QUEBEC ST. STE 350
ENGLEWOOD CO

DELETE

1.1 TITLE

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

PD
Richard A. Post
7800 East Orchard Road, Suite 200
Englewood, Colorado 80111

Change Addition

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

VP
CARLSON, STEVEN R
6200 S. QUEBEC ST. STE 350
ENGLEWOOD CO

DELETE

2.1 TITLE

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

VP
Steven R. Carlson
188 Inverness Drive West, Suite 800
Englewood, Colorado 80112

Change Addition

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

D
ANDERSON, JAMES T
7800 E. ORCHARD RD, STE 200
ENGLEWOOD CO

DELETE

3.1 TITLE

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

500002549445
-06/05/98--01092--028
***150.00

Change Addition

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

VP
MARSICO, CHRISTOPHER J.
6200 S. QUEBEC ST. STE 350
ENGLEWOOD CO

DELETE

4.1 TITLE

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

VP
Stewart A. Loewenstein
188 Inverness Drive West, Suite 350
Englewood, Colorado 80112

Change Addition

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

T
BURDICK, CHARLES J
7800 E ORCHARD RD, STE 290
ENGLEWOOD CO

DELETE

5.1 TITLE

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

T
Rahn K. Porter
7800 East Orchard Road, Suite 290
Englewood, Colorado 80111

Change Addition

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

S
EICHLER, FRANK M
7800 E ORCHARD STE 200
ENGLEWOOD CO

DELETE

6.1 TITLE

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

S
Antonia D. Ozeroff
1801 California Street, Suite 5200
Denver, Colorado 80202

Change Addition

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 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. Hilar

Glenda M. Hilar 4-9-98

Assistant Secretary

CR2E034 (10/97)

'Directors, Officers, etc.

U S WEST Financial Services, Inc.

Wednesday, April 08, 1998

DIRECTORS:

James T. Anderson	Director
Primary Address:	7800 East Orchard Road Suite 200 Englewood, Colorado 80111
Primary Phone:	(303)793-6313

Richard A. Post	Director
Primary Address:	7800 East Orchard Road Suite 200 Englewood, Colorado 80111
Primary Phone:	(303) 793-6342

OFFICERS:

Richard A. Post	President
Primary Address:	7800 East Orchard Road Suite 200 Englewood, Colorado 80111
Primary Phone:	(303) 793-6342

Steven R. Carlson	Vice President & Controller
Primary Address:	188 Inverness Drive West Suite 800 Englewood, Colorado 80112 (303)793-5665
Primary Phone:	

Stewart A. Loewenstein	Vice President
Primary Address:	188 Inverness Dr. Suite 350 Englewood, Colorado 80112
Primary Phone:	(303)793-5664

Rahn K. Porter	Treasurer
Primary Address:	7800 East Orchard Road
	Suite 290
	Englewood, Colorado 80111
Primary Phone:	(303)793-6250

Antonia D. Ozeroff	Secretary
Primary Address:	1801 California Street Room 5200 Denver, Colorado 80202
Primary Phone:	(303) 896-2091

Stephen E. Brilz Assistant Secretary

U S WEST Financial Services, Inc.

Primary Address: 7800 East Orchard Road,
Suite 390
Englewood, Colorado 80111
Primary Phone: (303)793-6626

J. Roger Fox Assistant Treasurer
Primary Address: 7800 East Orchard Road
Suite 290
Englewood, Colorado 80111
Primary Phone: (303)793-6644

Glenda M. Hjar Assistant Secretary
Primary Address: 7800 East Orchard Road
Suite 390
Englewood, Colorado 80111
Primary Phone: (303)793-6531

Sean C. Lindsay Assistant Secretary
Primary Address: 7800 Orchard Road
Suite 390
Englewood, CO 80111
Primary Phone: 796-6056

John L. Shank Assistant Secretary
Primary Address: 7800 East Orchard Road
Suite 480
P.O. Box 6508
Englewood, Colorado 80155-6508
Primary Phone: 303-793-6525