

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

**FILED**  
**May 11 1998 8:00am**  
**Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Northam</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # P02331 (7)**  
 1. Corporation Name  
**GTE DIRECTORIES CORPORATION**



Principal Place of Business <b>TAX DEPARTMENT                  PO BOX 619810                  DFW AIRPORT TX 75261-9810                  US</b>	Mailing Address <b>TAX DEPARTMENT                  PO BOX 619810                  DFW AIRPORT TX 75261-9810                  US</b>
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified <b>06/08/1984</b>	
21	26	4. FEI Number <b>36-3254412</b>		Applied For <input type="checkbox"/> Not Applicable	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>	
22 City & State		27 City & State		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>	
23 Zip		28 Zip		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
24 Country		29 Country		30	

9. Name and Address of Current Registered Agent <b>CT CORPORATION SYSTEM                  1200 S. PINE ISLAND ROAD                  PLANTATION FL 33324</b>				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 \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<input type="checkbox"/> DELETE	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b><del>LYSAUGHT, THOMAS F.</del></b>	1.2 NAME	<b>EARL A. GODDE</b>
STREET ADDRESS	<b>POB 619810 W AIRFIELD DR</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>DFW AIRPORT TX</b>	1.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b><del>BURKS, DALE L.</del></b>	2.2 NAME	<b>DAVID H. RAWLES</b>
STREET ADDRESS	<b>POB 619810 W AIRFIELD DR</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>DFW AIRPORT TX</b>	2.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>ENGLEMAN, DONALD</b>	3.2 NAME	
STREET ADDRESS	<b>POB 619810 W AIRFIELD DR</b>	3.3 STREET ADDRESS	
CITY-ST-ZIP	<b>DFW AIRPORT TX</b>	3.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>MCNAMARA, EDWARD F.</b>	4.2 NAME	<b>SEE ATTACHED</b>
STREET ADDRESS	<b>POB 619810 W AIRFIELD DR</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>D/FW AIRPORT TX</b>	4.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b><del>SUBLETT, EDWARD R.</del></b>	5.2 NAME	<b>TERRENCE M. LEVE, SR.</b>
STREET ADDRESS	<b>POB 619810 W AIRFIELD DR</b>	5.3 STREET ADDRESS	
CITY-ST-ZIP	<b>D/FW AIRPORT TX</b>	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>AS BALSLEY, KEVIN D.</b>	6.2 NAME	
STREET ADDRESS	<b>POB 619810 W AIRFIELD DR</b>	6.3 STREET ADDRESS	
CITY-ST-ZIP	<b>DFW AIRPORT TX</b>	6.4 CITY-ST-ZIP	

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: *Kevin D. Balsley* Assistant Secretary **4-30-98 (972) 453-7360**

CR2E034 (10/97)

GTE DIRECTORIES CORPORATION  
FEIN 36-3254412

OFFICERS

<u>NAME</u>	<u>SOCIAL SECURITY</u>	<u>TITLE</u>
Earl A. Goode	404-52-6500	President
Donald J. Engleman	021-36-6822	Vice President-Law and Government Relations
W. Scott Hanle	213-52-5551	Vice President-Finance and Planning
Marilyn B. Neal	262-80-6274	Senior Vice President
Vacant	000-00-0000	Vice President-Human Resources and Administration
David H. Rawles	568-74-8234	Vice President-Printing
R. Bryant Byrd	243-70-9687	Vice President-Operations Support and Quality
David R. Landry	453-66-9936	Vice President-Information Management
John J. McDonald	025-46-3239	Vice President-Marketing
Patrick J. Marshall	149-46-6908	Vice President - New Media Services
Jay Kelly	305-52-3132	Controller
Allison Culver	220-98-9016	Secretary
Terrence M. Leve, Sr.	563-25-7632	Assistant Secretary
Kevin D. Balsley	345-44-8078	Assistant Secretary
Edward F. McNamara	030-40-0449	Treasurer

DIRECTORS

Earl A. Goode	Donald J. Engleman	W. Scott Hanle
John J. McDonald	Patrick J. Marshall	Marilyn B. Neal
David R. Landry		

Date terms of Officers expire: When successor is elected

The mailing address and phone number for all Officers and Directors is:

GTE DIRECTORIES CORPORATION  
GTE Place, W. Airfield Drive  
P.O. Box 619810  
D/FW Airport, TX 75261-9810

(972) 453-7000