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May 11, 1999 8:00 am
Secretary of State

05-11-1999 90047 015 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P02331

1. Corporation Name
GTE DIRECTORIES CORPORATION



Principal Place of Business
TAX DEPARTMENT
PO BOX 619810
DFW AIRPORT TX 75261-9810
US

Mailing Address
TAX DEPARTMENT
PO BOX 619810
DFW AIRPORT TX 75261-9810
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

24 Zip Country

2a. Mailing Address

26 **TAX DEPARTMENT**

27 Suite, Apt. #, etc.

27 **P.O. BOX 152203**

28 City & State

28 **IRVING, TX**

29 Zip Country

29 **75015-2203** 30 **US**

3. Date Incorporated or Qualified

06/08/1984

4. FEI Number

36-3254412

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution

\$5.00 May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. 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

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

TITLE DELETE
P
 NAME **GOODE, E A**
 STREET ADDRESS **POB 619810 W AIRFIELD DR**
 CITY-ST-ZIP **DFW AIRPORT TX**

TITLE DELETE
AS
 NAME **LEVE, SR T M**
 STREET ADDRESS **POB 619810 W AIRFIELD DR**
 CITY-ST-ZIP **DFW AIRPORT TX**

TITLE DELETE
V
 NAME **ENGLEMAN, DONALD**
 STREET ADDRESS **POB 619810 W AIRFIELD DR**
 CITY-ST-ZIP **DFW AIRPORT TX**

TITLE DELETE
T
 NAME **MCMAMARA, EDWARD F.**
 STREET ADDRESS **POB 619810 W AIRFIELD DR**
 CITY-ST-ZIP **D/FW AIRPORT TX**

TITLE DELETE
AS
 NAME **SUBLETT, EDWARD R.**
 STREET ADDRESS **POB 619810 W AIRFIELD DR**
 CITY-ST-ZIP **D/FW AIRPORT TX**

TITLE DELETE
AS
 NAME **BALSLEY, KEVIN D.**
 STREET ADDRESS **POB 619810 W AIRFIELD DR**
 CITY-ST-ZIP **DFW AIRPORT TX**

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition
 1.2 NAME
 1.3 STREET ADDRESS
 1.4 CITY-ST-ZIP

2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY-ST-ZIP

3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY-ST-ZIP

4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY-ST-ZIP

5.1 TITLE Change Addition
 5.2 NAME **S**
Culver, Allison
 5.3 STREET ADDRESS **P.O. BOX 619810 W AIRFIELD DR**
 5.4 CITY-ST-ZIP **DFW AIRPORT, TX**

6.1 TITLE Change Addition
 6.2 NAME
 6.3 STREET ADDRESS **1255 CORPORATE DRIVE**
 6.4 CITY-ST-ZIP **IRVING, TX**

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, with all other like empowered.

SIGNATURE:

Kevin D. Balsley
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

4/20/99
 Date

Daytime Phone #

CR2E034 (1/1/98)

545647-90047-15

GTE DIRECTORIES CORPORATION
FEIN 36-3254412

PO2337

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