


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

FILED  
May 16 1997 8:00am  
Secretary of State

<b>PROFIT CORPORATION</b> <b>ANNUAL REPORT</b> <b>1997</b>				FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS	
<b>DOCUMENT # P03053 (6)</b> <b>1. Corporation Name</b> <b>U S WEST COMMUNICATIONS SERVICES, INC.</b>					
<b>Principal Place of Business</b> 1801 CALIFORNIA ST. ATTEN: TERRY K STEPHENS DENVER CO 80202 US			<b>Mailing Address</b> 7800 EAST ORCHARD ROAD, SUITE 480- ATTEN: TERRY K STEPHENS ENGLEWOOD CO 80111-2533		
<b>2. Principal Place of Business</b> 21 State Apt. #, etc. 22 #5200 23 City & State Denver, CO 24 Zip 80202 25 Country USA		<b>2a. Mailing Address</b> 26 Suite, Apt. #, etc. 27 #390 28 City & State 29 Zip 30 Country USA		<b>3. Date Incorporated or Qualified</b> 08/15/1984 <b>3a. Date of Last Report</b> 07/23/1996 <b>4. FEI Number</b> 84-0937746 <b>5. Certificate of Status Desired</b> <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b> <b>6. Election Campaign Financing Trust Fund Contribution</b> <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b> <b>8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes</b> <input type="checkbox"/> Yes <input type="checkbox"/> No	
<b>9. Name and Address of Current Registered Agent</b> C T CORPORATION SYSTEM 8751 WEST BROWARD BOULEVARD PLANTATION FL 33324			<b>10. Name and Address of New Registered Agent</b> 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code		
<b>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.</b>					
SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) _____ DATE _____					
<b>12. see attached also OFFICERS AND DIRECTORS</b>					
11.1 TITLE 11.2 NAME 11.3 STREET ADDRESS 11.4 CITY-ST-ZIP		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition			
PD KELLEY, JOHN A JR. 1801 CALIFORNIA ST. STE 4540- DENVER CO 80202		Suite 5200 Denver, CO 80202			
DT JAPHA, BARBARA M. 7800 EAST ORCHARD RD., STE. 480 ENGLEWOOD CO		Director Allan R. Spies 1801 California Street Denver, CO 80202			
S ROELLIG, MARK D 7800 ORCHARD RD. STE 200 ENGLEWOOD CO 80111		Secretary Sharon L. Naylor 7800 East Orchard Road, #200 Englewood, CO 80111			
DVP HAPKA, CATHERINE M. 150 S. 5TH STREET MINNEAPOLIS MN		Vice President James A. Smith 1801 California Street, #5200 Denver, CO 80202			
AS HIJAR, GLENDA M 7800 E ORCHARD RD #480 ENGLEWOOD CO 80111		#390			
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. Hajar* Glenda M. Hajar  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

*April 30, 1997*  
Date

(303) 793-6531  
Daytime Phone

CR2E034 (9/96)

Directors and Officers  
U S WEST Communications Services, Inc.

John A. Kelley, Jr. Director  
Primary : 1801 California Street  
Address : Suite 5200  
Denver, Colorado 80202

John A. Kelley, Jr. President  
Primary : 1801 California Street  
Address : Suite 5200  
Denver, Colorado 80202

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

David Aschkinasi    Assistant Secretary  
Primary     : 7800 East Orchard Road  
Address    : Suite 390  
Englewood, Colorado 80111

Glenda M. Hajar  
Primary : 7800 East Orchard Road

Assistant Secretary

Address : Suite 390  
Englewood, Colorado 80111

Margaret S. Hurd Assistant Secretary  
Primary : 5090 North 40th Street  
Address : Suite 450  
Phoenix, Arizona 85018

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

Linda C. Miles Assistant Secretary  
Primary : 1600 7th Avenue  
Address : Room 3211  
Seattle, Washington 98191

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

Todd J. Burnett Assistant Treasurer  
Primary : 188 Inverness Dr. W.  
Address : Suite 500  
Englewood, CO 80112