

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

FILED
Feb 18 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 # P16957 (3)
1. Corporation Name
GTE AIRFONE INCORPORATED

Principal Place of Business
2809 BUTTERFIELD ROAD
OAK BROOK IL 60522-9000
US

Mailing Address
2809 BUTTERFIELD ROAD
OAK BROOK IL 60521-1151



2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 11/25/1987		3a. Date of Last Report 04/10/1996	
21. Suite, Apt. #, etc.		26. Suite, Apt. #, etc.		4. FEI Number 36-3166957		Applied For Not Applicable	
22. City & State		27. City & State		5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23. Zip		28. Zip		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24. Country		29. Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS				13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12			
TITLE	P	<input checked="" type="checkbox"/> DELETE		1.1 TITLE	P	<input type="checkbox"/> Change	<input checked="" type="checkbox"/> Addition
NAME	LINDSAY, HORACE A			1.2 NAME	KATHERINE HARLESS		
STREET ADDRESS	32 ROYAL VALE DR			1.3 STREET ADDRESS	H BEL AIR CT		
CITY - ST - ZIP	OAKBROOK IL			1.4 CITY - ST - ZIP	BURR RIDGE, IL 60521		
TITLE	V	<input type="checkbox"/> DELETE		2.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	LEPUCKI, THADDEUS J.			2.2 NAME			
STREET ADDRESS	1131 S RIDGE AVE.			2.3 STREET ADDRESS			
CITY - ST - ZIP	ARLINGTON HEIGHTS IL			2.4 CITY - ST - ZIP			
TITLE	V	<input type="checkbox"/> DELETE		3.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	SCHNEIDER, MARK S			3.2 NAME			
STREET ADDRESS	884 TURNBRIDGE CIR			3.3 STREET ADDRESS			
CITY - ST - ZIP	NAPERVILLE IL			3.4 CITY - ST - ZIP			
TITLE	VP	<input type="checkbox"/> DELETE		4.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	GATTO, FRANK P.			4.2 NAME			
STREET ADDRESS	2624 WINTER PARK DR			4.3 STREET ADDRESS			
CITY - ST - ZIP	NAPERVILLE IL			4.4 CITY - ST - ZIP			
TITLE	S	<input type="checkbox"/> DELETE		5.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	DROST, MARIANNE			5.2 NAME			
STREET ADDRESS	2289 BEDFORD ST. F-2			5.3 STREET ADDRESS			
CITY - ST - ZIP	STAMFORD CT			5.4 CITY - ST - ZIP			
TITLE	S	<input type="checkbox"/> DELETE		6.1 TITLE		<input type="checkbox"/> Change	<input type="checkbox"/> Addition
NAME	MENABE, BRENDA A.			6.2 NAME			
STREET ADDRESS	3316 SUMMERHILL DR			6.3 STREET ADDRESS			
CITY - ST - ZIP	WOODBRIDGE IL			6.4 CITY - ST - ZIP			

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: Frank P. Gatto FRANK P. GATTO 2/03/97 630-522-1800

CR2E034 (9/96)