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**May 15 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # P27628 (7)
1. Corporation Name
CENDEL DIRECTORY COMPANY



Principal Place of Business: **7015 COLLEGE BLVD. STE. 400 OVERLAND PARK KS 60631 US**
Mailing Address: **P.O. BOX 7974 SHAWNEE MISSION KS 66207-0974 US**

3. Date Incorporated or Qualified: **01/02/1990**
3a. Date of Last Report: **05/06/1996**
4. FEI Number: **36-3579194**
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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country 25
2a. Mailing Address: 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country 30

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
b1 Name
b2 Street Address (P.O. Box Number is Not Acceptable)
b3
b4 City
b5 Zip Code **FL**

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: _____ DATE: _____
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		
TITLE	PD	<input type="checkbox"/> DELETE
NAME	WALSH, ROBERT J.	
STREET ADDRESS	7015 COLLEGE BLVD., STE. 400	
CITY-ST-ZIP	OVERLAND PARK KS	
TITLE	V	<input type="checkbox"/> DELETE
NAME	KEMPER, DONALD L.	
STREET ADDRESS	7015 COLLEGE BLVD. STE. 400	
CITY-ST-ZIP	OVERLAND PARK KS 66211	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	DOERING, TAD	
STREET ADDRESS	7015 COLLEGE BLVD., STE. 400	
CITY-ST-ZIP	OVERLAND PARK KS	
TITLE	V	<input type="checkbox"/> DELETE
NAME	MIESKE, JOHN L.	
STREET ADDRESS	7015 COLLEGE BLVD., STE. 400	
CITY-ST-ZIP	OVERLAND PARK KS	
TITLE	D	<input type="checkbox"/> DELETE
NAME	BRANYAN, BRUCE H	
STREET ADDRESS	2330 SHAWNEE MISSION PARKWAY	
CITY-ST-ZIP	WESTWOOD KS 66205	
TITLE	CD	<input type="checkbox"/> DELETE
NAME	KURTZ, A. A	
STREET ADDRESS	2330 SHAWNEE MISSION PARKWAY	
CITY-ST-ZIP	WESTWOOD KS	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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: _____

CR2E034 (9/96)