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May 01 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 # P31106 (8)

1. Corporation Name
QWEST COMMUNICATIONS THE POWER OF CONNECTIONS, I
NC.

Principal Place of Business
555 17TH STREET SUITE 1000
DENVER CO 80202
US

Mailing Address
555 17TH STREET SUITE 1000
DENVER CO 80202-3910
US



2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

3. Date Incorporated or Qualified
09/25/1990

3a. Date of Last Report
05/01/1996

4. FEI Number

04-6141739

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 has liability for intangible tax under s. 199.032,
Florida Statutes

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	C	<input type="checkbox"/> DELETE
NAME	ANSCHUTZ, P.F.	
STREET ADDRESS	555 17TH STREET SUITE 1000	
CITY-ST-ZIP	DENVER CO 80202	
TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	HANSON, D., H	
STREET ADDRESS	555 17TH STREET SUITE 1000	
CITY-ST-ZIP	DENVER CO 80202	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	WITELAW, A.K. III	
STREET ADDRESS	555 17TH STREET SUITE 1000	
CITY-ST-ZIP	DENVER CO 80202	
TITLE	D	<input type="checkbox"/> DELETE
NAME	POLSON, D.L.	
STREET ADDRESS	555 17TH STREET SUITE 1000	
CITY-ST-ZIP	DENVER CO 80202	
TITLE	VP	<input checked="" type="checkbox"/> DELETE
NAME	GEDDIS, P.R.	
STREET ADDRESS	555 17TH STREET SUITE 1000	
CITY-ST-ZIP	DENVER CO 80202	
TITLE	T	<input type="checkbox"/> DELETE
NAME	WOODRUFF, R.S.	
STREET ADDRESS	555 17TH STREET SUITE 1000	
CITY-ST-ZIP	DENVER CO 80202	

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 checked="" type="checkbox"/> Addition
2.2 NAME	PD Joseph P. Macchio
2.3 STREET ADDRESS	555 17th St Ste 1000
2.4 CITY-ST-ZIP	Denver CO 80202
3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	S Joseph T. Garrity
3.3 STREET ADDRESS	555 17th St Ste 1000
3.4 CITY-ST-ZIP	Denver CO 80202
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 checked="" type="checkbox"/> Addition
5.2 NAME	VP A.J. Brodman
5.3 STREET ADDRESS	555 17th St Ste 1000
5.4 CITY-ST-ZIP	Denver CO 80202
6.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	EVP/CEO/T
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: Robert S. Woodruff
Executive V.P. - Finance
and Chief Financial Officer

SIGNING OFFICER OR DIRECTOR

Date

Daytime Phone

CR2E034 (9/96)