


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

FILED

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
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DOCUMENT # **P35520** (6)
1. Corporation Name
TELE-MEDIA HOLDING CORPORATION



Principal Place of Business 320 WEST COLLEGE AVENUE PLEASANT GAP PA 16823	Mailing Address P.O. BOX 5301 BOX 00 PLEASANT GAP PA 16823-0090 US
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2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country	3. Date Incorporated or Qualified 09/16/1991	3a. Date of Last Report 04/26/1996
		4. FEI Number 25-1546550	Applied For Not Applicable
		5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

8. Name and Address of Current Registered Agent TONY S. SWAIN 6863 VISTA PARKWAY NORTH WEST PALM BEACH FL 33411	10. Name and Address of New Registered Agent 81 Name Robert R. Shock 82 Street Address (P.O. Box Number is Not Acceptable) 6863 VISTA PARKWAY NORTH 83 WEST PALM BEACH 84 City FL 85 Zip Code 33411
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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 *Robert R. Shock* **Vice President & General Manager** DATE **April 23, 1997**

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CD TUDEK, ROBERT E. 3310 RIVIERA LAKES CT BONITA SPRINGS FL	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPD MUNDY, EVERETT I. 27057 KINDLEWOOD LANE BONITA SPRINGS FL	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP STEMLER, ROBERT D. 804 JACKSONVILLE ROAD BELLEFONTE PA	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP ALLEGRETTI, JON A. 607 WILTSHIRE DRIVE STATE COLLEGE PA	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP BAMBARGER, RUSSELL G. R.D. 31 BOX 71 SNOW SHOE PA	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP KENLEY, THOMAS F. 1628 CHERRY HILL ROAD N STATE COLLEGE PA	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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 R. Shock* **W. Shore** 4/22/97 814-358-3481
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

TELE-MEDIA HOLDING CORPORATION

LIST OF DIRECTORS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Robert E. Tudek	Chairman, President, and Chief Executive Officer	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Everett I. Mundy	Vice Chairman	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823

LIST OF OFFICERS

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Robert E. Tudek	Chairman, President, and Chief Executive Officer	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Everett I. Mundy	Vice Chairman	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Douglas F. Best, III	Senior V. P. of Business Development	67 Pease Point Way P. O. Box 1858 Edgartown, MA 02539
Frank R. Vicente	Senior V. P. of Operations and Assistant Secretary	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Robert D. Stemler	Senior V. P. of Finance and Treasurer	804 Jacksonville Road P. O. Box 39 Bellefonte, PA 16823
Elsie M. Tudek	Administrative V. P. and Asst. Secretary/ Assistant Treasurer	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Robert R. Shepherd	Senior V. P. and General Sales Manager	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823

**Tele-Media Holding Corporation
List of Directors & Officers**

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Tony S. Swain	Senior Vice President and Director of Engineering	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Russell G. Bambarger	Senior Vice President	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Gerald P. Corman	Senior Vice President and General Manager	6434 East Main Street P. O. Box 385 Reynoldsburg, OH 43068
Richard W. Shore	Vice President of Corporate Development and Tax Affairs	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Robert H. Stewart	Vice President and Director of Purchasing	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Steven E. Koval	V. P. of Accounting/ Management Information Services	804 Jacksonville Road P. O. Box 39 Bellefonte, PA 16823
Charles J. Hilderbrand	Vice President and General Manager	804 Jacksonville Road P. O. Box 39 Bellefonte, PA 16823
Robert R. Shock	Vice President and General Manager	6863 Vista Parkway North West Palm Beach, FL 33411
Allen C. Jacobson	Vice President of Legal Affairs and Secretary	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Jean C. Brown	Administrative V. P. and Asst. Secretary	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Thomas E. Mundy	Vice President	13101 Langtree Drive Richmond, VA 23233

**Tele-Media Holding Corporation
List of Directors & Officers**

<u>Name</u>	<u>Title</u>	<u>Business Address</u>
Burton G. Peterson	Asst. Administrative Vice President	6863 Vista Parkway North W. Palm Beach, FL 33411
Anthony Masella, Jr.	Asst. Vice President of Marketing	3934 Lake Padgett Drive Land O'Lakes, FL 34639
Wayne P. Harrison	Asst. Vice President and Asst. General Manager	6434 East Main Streetve P. O. Box 385 Reynoldsburg, OH 43068
Jonathan P. Young	Assistant Vice President of Legal Affairs	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823
Thomas R. Kenly	Assistant Vice President	320 West College Avenue P. O. Box 5301 Pleasant Gap, PA 16823

CONSULTANTS

Jon Dotts	
Thomas F. Kenly	Senior Vice President
Ralph E. Steffan	Senior Vice President
James M. Trostle	Senior Vice President

4/1/97