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STATE OF FLORIDA
DIVISION OF CORPORATIONS



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PROFIT CORPORATION ANNUAL REPORT 1998

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

DOCUMENT # 845822 (6)

1. Corporation Name
AT&T CORP.

Principal Place of Business: 412 MT. KEMBLE AVENUE, S287, MORRISTOWN NJ 07960, US

Mailing Address: 412 MT. KEMBLE AVENUE, S287, MORRISTOWN NJ 07960, US

2. Principal Place of Business (21-24) and 2a. Mailing Address (25-28) fields.

3. Date Incorporated or Qualified: 04/24/1980

4. FEI Number: 13-4924710

5. Certificate of Status Desired: \$8.75 Additional Fee Required

6. Election Campaign Financing: \$5.00 May Be Added to Fees

8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30: Yes No

9. Name and Address of Current Registered Agent: THE PRENTICE HALL CORPORATION SYSTEM, 1201 HAYES ST., STE. #105, TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent: CT CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, PLANTATION FL, FL 33324

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

TITLE	P	NAME	MAYO, JOHN S	STREET ADDRESS	600 MOUNTAIN AVE.	CITY-ST-ZIP	MURRAY HILL NJ 07874	<input type="checkbox"/> DELETE
TITLE	AS	NAME	DAVILA, MANUEL	STREET ADDRESS	412 MT KEMBLE AVE.	CITY-ST-ZIP	MORRISTOWN NJ 07960	<input type="checkbox"/> DELETE
TITLE	AS	NAME	DUAH, ANTOINETTE A	STREET ADDRESS	412 MT KEMBLE AVE.	CITY-ST-ZIP	MORRISTOWN FL 07960	<input type="checkbox"/> DELETE
TITLE	P	NAME	MAYO, JOHN S	STREET ADDRESS	600 MOUNTAIN AVE.	CITY-ST-ZIP	MURRAY HILL NJ 07874	<input checked="" type="checkbox"/> DELETE
TITLE	P	NAME	WILLCOXON, SAM R	STREET ADDRESS	295 N. MAPLE AVE. ROOM 4342L1	CITY-ST-ZIP	BASKING RIDGE NJ 07920	<input type="checkbox"/> DELETE
TITLE	EV	NAME	KAVNER, ROBERT M	STREET ADDRESS	1776 ON THE GREEN	CITY-ST-ZIP	MORRISTOWN NJ 07962	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	P	1.2 NAME	(See Attached List)	1.3 STREET ADDRESS	D'Leglis, John	1.4 CITY-ST-ZIP	295 NORTH MAPLE AVE, BASKING RIDGE NJ 07920	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE		2.2 NAME		2.3 STREET ADDRESS		2.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE		3.2 NAME		3.3 STREET ADDRESS		3.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE		4.2 NAME		4.3 STREET ADDRESS		4.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE		5.2 NAME		5.3 STREET ADDRESS		5.4 CITY-ST-ZIP		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE	2VP	6.2 NAME	Bennett, HARAV	6.3 STREET ADDRESS	295 N MAPLE AVE	6.4 CITY-ST-ZIP	BASKING RIDGE, NJ 07920	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition

14. I 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 appointment with an address.

CR2E034 (10/97)

AT&T CORP. (F/K/A AMERICAN TELEPHONE & TELEGRAPH CO)

Election Date 12/1/97 FEIN 13-4924710

ELECTED CORPORATION OFFICERS AND DIRECTORS

TITLE / NAME	BUSINESS ADDRESS
Chairman of the Executive Committee Robert E. (Bob) Allen	295 North Maple Avenue Room #4449J1 Basking Ridge, NJ 07920-1002
Chairman/Chief Executive Officer C. M. Armstrong	295 N. Maple Avenue Basking Ridge, NJ 07920
President - AT&T Labs & Chief Tech. Offi David C. Nagel	
President - AT&T Universal Card Service Richard J. Srednick	
President John D. Zeglis	295 North Maple Avenue Room #4342L1 Basking Ridge, NJ 07920-1002
Vice President & Controller Maureen B. Tart	295 North Maple Ave Room #4434B2 Basking Ridge, NJ 07920
Vice President & Secretary Marilyn J. Wasser	131 Morristown Road Room #C64-A2029 Basking Ridge, NJ 07920
Vice-President & Treasurer Edward M. Dwyer	295 N. Maple Ave Basking Ridge, NJ 07920
Exec. V.P. & Pres. - AT&T Wireless Servi Dan R. Hesse	
Executive V.P. & President - AT&T Soluti Richard R.(Rick Roscitt	15 Vreeland Road, P.O.Box 957 Room #2s127 Florham Park, NJ 07932
Executive Vice-president R. C. M. (Mark) Baker	412 Mt. Kemble Avenue Room #N503 Morristown, NJ 07962-1995
Executive Vice-president Harry S. Bennett	295 North Maple Avenue Room #5164D2 Basking Ridge, NJ 07920

AT&T CORP. (F/K/A AMERICAN TELEPHONE & TELEGRAPH CO)

Election Date 12/1/87 FEIN 13-4924710

ELECTED CORPORATION OFFICERS AND DIRECTORS

TITLE / NAME	BUSINESS ADDRESS
Executive Vice-president Harold W. (Hal) Burlingame	295 North Maple Avenue Room #4445I1 Basking Ridge, NJ 07920-1002
Executive Vice-president Frank Ianna	295 N. Maple Ave. Basking Ridge, NJ 07920
Executive Vice-president Jim G. Kilpatric	295 North Maple Avenue Room #3263D2 Basking Ridge, NJ 07920-1002
Executive Vice-president Marilyn Laurie	295 North Maple Avenue Room 4342I3 Basking Ridge, NJ 07920
Executive Vice-president Richard J.(Dick Martin	295 North Maple Avenue Room #2329H2 Basking Ridge, NJ 07920-1002
Executive Vice-president Gail J. McGovern	295 North Maple Ave Room #4345LI Basking Ridge, NJ 07920
Executive Vice-president John C. Petrillo	295 North Maple Avenue Room #4445I3 Basking Ridge, NJ 07920-1002
Executive Vice-president Jeffrey (Jeff) Weitzen	295 N.Maple Ave. Basking Ridge, NJ 07920
Senior Executive Vice President/CFO Daniel E. Somers	295 N. Maple Ave. Basking Ridge, NJ 07920
Assistant Secretary Barbara M. Babiak	1 Oak Way Room 3EA163 Berkeley Heights, NJ 07922
Assistant Secretary Michael Berg	295 North Maple Ave. Room 2251F1 Basking Ridge, NJ 07920
Assistant Secretary Ephraim M. Brecher	412 Mt. Kemble Avenue, PO Box 1995 Room S267 Morristown, NJ 07962-1995

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Election Date 12/1/97 FEIN 13-4924710

ELECTED CORPORATION OFFICERS AND DIRECTORS

TITLE / NAME	BUSINESS ADDRESS
Assistant Secretary Roger A. Briney	1120 20th Street, N.W. Room 640 South Washington, DC 20036-3406
Assistant Secretary Robin P. Charleston	
Assistant Secretary Gene V. Coker	1200 Peachtree Street, N.E. Atlanta, GA 30309
Assistant Secretary Michael R. Dacey	222 Mt. Airy Road Basking Ridge, NJ 07920
Assistant Secretary William A. Davis, II	227 West Monroe Chicago, IL 60606
Assistant Secretary W. DeSocio	295 North Maple Ave. Basking Ridge, NJ 07920
Assistant Secretary Deborah S. Droller	3033 Chain Bridge Road Oakton, VA 22185
Assistant Secretary Antoinette A. Duah	412 Mt. Kemble Avenue Room S287 Morristown, NJ 07960
Assistant Secretary Robert L. Dughi	295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary Robert S. Feit	131 Morristown Rd. Bldg.A Rm.A2035 Basking Ridge, NJ 07920-1002
Assistant Secretary George M. Foss	150 Mt. Airy Road Basking Ridge, NJ 07920
Assistant Secretary Nathaniel Friends	3 Flint Hill 3201 Jermantown Road Fairfax, VA 22030
Assistant Secretary Steven Garfinkel	
Assistant Secretary Donald P. (Don) Harrington	1 Speedwell Avenue (East) Room #1116E Morristown, NJ 07960
Assistant Secretary John J. Hopkins	295 N. Maple Ave. Basking Ridge, NJ 07920

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ELECTED CORPORATION OFFICERS AND DIRECTORS

TITLE / NAME	BUSINESS ADDRESS
Assistant Secretary Karen L. Itzowitz	295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary Rose Johnson	
Assistant Secretary Lawrence M. Joseph	
Assistant Secretary Lawrence J. Lafaro	295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary Bridgette Link	412 Mt. Kemble Ave. C252 Morristown, NJ 07960
Assistant Secretary Robert A. Maynes	131 Morristown Road Room A2008 Basking Ridge, NJ 07920
Assistant Secretary Sheldon Michaels	795 Folsom Street San Francisco, CA 94107
Assistant Secretary Stephen W. Norman	185 Mt. Hope Church Road P.O. Box 20046 Greensboro, NC 27420
Assistant Secretary Eleanor R. Olarsch	32 Avenue of the Americas New York, NY 10013-2412
Assistant Secretary Frank L. Politano	131 Morristown Road Building A Basking Ridge, NJ 07920
Assistant Secretary Timothy L.(Tim) Porter	1 Speedwell Avenue, East Tower Room #1108E Morristown, NJ 07962
Assistant Secretary Thomas H. W. Sawyer	227 West Monroe Street Chicago, IL 60606
Assistant Secretary Richard J. Sinton	412 Mt. Kemble Ave. Morristown, NJ 07960
Assistant Secretary Gary A. Swenson	131 Morristown Road Basking Ridge, NJ 07920

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ELECTED CORPORATION OFFICERS AND DIRECTORS

TITLE / NAME	BUSINESS ADDRESS
Assistant Secretary Jeff Tutnauer	412 Mt. Kemble Avenue Room C250 Morristown, NJ 07960
Assistant Secretary Frederick F. Wallach	32 Avenue of Americas New York, NY 10013
Assistant Secretary B. H. Walling, Jr.	32 Avenue of the Americas New York, NY 20013
Assistant Secretary Gary Wiggins	412 Mt. Kemble Ave. Room S209 Morristown, NJ 07960
Assistant Treasurer Errol A. Harris	Rm 3WA130 1 Oak Way Berkley Heights, NJ 07922
Assistant Controller Nicholas S. Cyprus	
Assistant Controller Christopher R. Reidy	
Advisor Ron J. Ponder	295 North Maple Avenue Room #4342K2 Basking Ridge, NJ 07920-1002
DIRECTORS	
Director Robert E. (Bob) Allen	295 North Maple Avenue Room #4449J1 Basking Ridge, NJ 07920-1002
Director C. M. Armstrong	295 N. Maple Avenue Basking Ridge, NJ 07920
Director Kenneth T. Derr	
Director Kathryn M. Eickhoff	Eickhoff Economics Inc. 510 LaGuardia Place, Suite 400 New York, NY 10012
Director Walter Y. Elisha	Springs Industries, Inc. 205 North White Street, P.O. Box 70 Fort Mill, SC 29715

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ELECTED CORPORATION OFFICERS AND DIRECTORS

TITLE / NAME

BUSINESS ADDRESS

Director

George M. Fisher

Director

Donald V. Fites

Director

Ralph S. Larsen

Director

Donald F. McHenry

Georgetown University
School of Foreign Service, ICC 301
Washington, DC 20015

Director

Michael I. Sovern

Columbia University
202 Low Library
New York, NY 10027

Director

Thomas H. Wyman

645 5th Avenue
12th Floor
New York, NY 10022

Director

John D. Zeglis

295 North Maple Avenue
Room #4342L1
Basking Ridge, NJ 07920-1002