845822

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status _______

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600439537486

845822

W. T. SCHIFFMAN
ATTORNEY

AT&T Long Lines
100 EDGEWOOD AVE., N.E.
ATLANTA, GEORGIA 30303
PHONE (404) 529-8000

8499 5/06/80
005 23
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005 26
8499 5/06/80
005 27

April 17, 1980

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Honorable George Firestone
Secretary of State
The Capitol
Tallahassee, Florida 32304

pending

Dear Sir:

Pursuant to your letter of April 3, 1980 which is enclosed, I am returning the Application by Foreign Corporation for Authorization to Transact Business in Florida, which has been signed by the Assistant Secretary and our check in the amount of $14,798.76.

If any further information is required, please do not hesitate to contact me.

Very truly yours,

William T. Schiffman

Enclosures

cc: L. J. Hurley, Esq.

FILED
1980 APR 11 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

14,798.76

C. TAX 14,780.76
FILING 15
R. AGENT FEE 3
C. COPY
TOTAL 14,798.76
N. BANK
BALANCE DUE
REFUND

4/29

REVENUE
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RECEIVED
SECRETARY OF STATE

845822

No. 8 45822

AMERICAN TELEPHONE AND TELEGRAPH COMPANY

PRINCIPAL PLACE OF BUSINESS NEW YORK

PAID ON $53,623,058.00

PERMIT ISSUED April 24, 1980

845822

Pd. $14,798.26

AT&T Long Lines
100 Edgewood Ave., N.E.
Atlanta, Georgia 30303
Phone (404) 529-2000

W. T. SCHIFFMAN
ATTORNEY

March 24, 1980

RECEIVED
DEPT OF STATE
000220 MAR 26 80
REVENUE

New Foreign
BT
R 61091

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Honorable George Firestone
Secretary of State
The Capitol
Tallahassee, Florida 32304

Dear Sir:

Enclosed are the following documents so that the American Telephone and Telegraph Company may qualify as a foreign corporation in Florida:

1. Application for Authorization;
2. Certified copy of Articles of Incorporation and all amendments;
3. Check in the sum of $14,798.76 which includes charter tax in the amount of $14,780.76, $15.00 application fee, and $3.00 fee for certificate designating registered agent.

Please inform me of the official date of qualification.

Very truly yours,

William Schiffman

Enclosures

cc: L. J. Hurley, Esq.
CT Corporation

Secretary of State

[illegible]

[redacted]

SECRETARY OF STATE

April 3, 1980

Please direct any inquiry to:
[illegible]

Telephone Number: [redacted]

AT&T LONG LINES
100 Edgewood Ave, N.E.
Atlanta, GA. 30303

NEW QUALIFICATION

SUBJECT: AMERICAN TELEPHONE AND TELEGRAPH COMPANY

CHECK [redacted] Returned ; BALANCE DUE ______________ ; RETURNED Chs 104

PENDING Articles

1. ______ NAME IS NOT AVAILABLE.

2. ______ A current certified copy of your Articles of Incorporation and any amendments is required. The copy must be certified by the proper State official who has custody of the records pertaining to corporations in your State (WITHIN THE PAST NINE MONTHS).

3. ______ The certified copy must be legible. It must be a positive copy, black print with white background.

4. ______ Number(s) ______________ must be completed on our attached Corp. Form 31.

5. ______ Letters "G" and "H" should be corrected as follows. "G" SHOULD BE: __________. "H" SHOULD BE: __________. Please check your calculations.

6. ______ The attached must be completed for ______________________________.

7. ______ A resolution of the Board of Directors adopting a fictitious name for the use in Florida must be submitted.

8. ______ Registered Agent must be designated. Registered Agent failed to sign.

9. ______ The attached annual report must be completed and returned.

10. ______ Section 620.02, F. S., requires that Limited Partnerships be sworn to. The words "SWEAR TO or SWORN TO" must be in the document.

11. ______ Original signatures of all partners must be obtained or we must have a copy of the power of attorney.

12. ______ The exact amount of invested capital must be listed on Line 3. The report must be signed by the general partner or the preparer.

13. ______ The above limited partnership was cancelled ____________________, for failure to file the annual report(s) for the year(s) ________________.

14. ______ To Reinstate the above L. P., 620.31, F. S., requires that all delinquent reports and fees must be filed and paid prior to the issuance of a preliminary certificate. Please complete and return the attached report(s) with the proper filing fee(s).

15. ______ We have no record of the above document(s) in our files.

16. __X__ OTHER: The secretary must sign the application also. In part (11) (D) you must list a specific amount you may use zero.

Please return this letter with all Correspondence to:

SECRETARY OF STATE'S OFFICE
DIVISION OF CORPORATIONS
THE CAPITOL
TALLAHASSEE, FLORIDA 32304

bt
CHA. 103 (Corp. 118)
05/10/76

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1). American Telephone and Telegraph Company
(NAME OF CORPORATION ADDING THE WORD "INCORPORATED", "COMPANY" OR "CORPORATION" IF NOT SO CONTAINED IN THE NAME AT PRESENT)

2). New York
(INCORPORATED UNDER LAWS OF)

3). March 3, 1885
(DATE OF INCORPORATION)

4). Perpetual
(PERIOD OF DURATION)

5). 195 Broadway, New York, New York 10007
(ADDRESS OF PRINCIPAL OFFICE)

6). C T Corporation System
(NAME OF FLORIDA REGISTERED AGENT)

100 Biscayne Blvd.
(STREET ADDRESS OF REGISTERED OFFICE)

Miami	FLORIDA	33132
(CITY)		(ZIP CODE)

7). Development, construction, operation and maintenance of the interstate and international telecommunications network, including all things necessary and proper in the conduct of such business
(NATURE OF BUSINESS TO BE TRANSACTED IN FLORIDA)

8).

NAMES OF OFFICERS		SPECIFIC ADDRESS
PLEASE SEE ATTACHED LIST	(P)	
	(V)	
	(S)	
	(T)	

NAMES OF DIRECTORS		SPECIFIC ADDRESS
PLEASE SEE ATTACHED LIST	(D)	
	(D)	
	(D)	
	(D)	

9). Acceptance by the Registered Agent: Daniel A. Sullivan
AGENT MUST SIGN ON THIS LINE
C T CORPORATION SYSTEM
Daniel A. Sullivan
Assistant Vice President

10). 750,000,000 Common at $16-2/3 par, 100,000,000 Preferred at $1.00 par
(TOTAL AUTHORIZED SHARES (ITEMIZED BY CLASSES), PAR VALUE OF SHARES, AND SHARES WITHOUT PAR VALUE).

11). "VALUE" MAY BE DEFINED IN ANY TERMS CONSISTENT WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES.

A.	ESTIMATED VALUE OF ALL PROPERTY OWNED BY THE CORPORATION FOR THE COMING YEAR, WHEREVER LOCATED	$ 43,205,393,832.00
B.	ESTIMATED GROSS AMOUNT OF BUSINESS TO BE TRANSACTED BY THE CORPORATION DURING THE COMING YEAR.	$ 6,999,133,915.00
C.	ESTIMATED VALUE OF ALL PROPERTY IN FLORIDA OWNED BY THE CORPORATION FOR THE COMING YEAR.	$ 213,663,249.00
D.	ESTIMATED GROSS AMOUNT OF BUSINESS TO BE TRANSACTED IN FLORIDA BY THE CORPORATION DURING THE COMING YEAR.	$ -0-
E.	TOTAL OF "A" and "B".	$ 50,204,527,747.00
F.	TOTAL OF "C" and "D".	$ 213,663,249.00
G.	DIVIDE "F" by "E".	.0042558
H.	MULTIPLY "G" by TOTAL AUTHORIZED SHARES (AND THEIR PAR VALUE).	53,621,058.00

THE FLORIDA ALLOCATION FOR PURPOSES OF DETERMINING THE TAX ON AUTHORIZED CAPITAL STOCK WILL BE BASED ON THE TOTAL VALUE OF SHARES CALCULATED IN "H" ABOVE.

James H. Peters
[redacted]
James H. Peters, Assistant Secretary

Robert W. Kleinert
[redacted] VICE PRESIDENT
Robert W. Kleinert

STATE OF New Jersey
COUNTY OF Somerset

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 24 DAY

OF January, 19 80, BY R. W. Kleinert
(NAME OF OFFICER)

Vice President OF American Telephone and Telegraph Company
(TITLE OF OFFICER) (NAME OF CORPORATION)

A New York CORPORATION, ON BEHALF OF THE CORPORATION.
(STATE OR COUNTRY)

Thomas E. Stewart
NOTARY PUBLIC

(SEAL)

THOMAS E. STEWART
Notary Public of New Jersey
My Commission Expires Dec. 25, 1984

CRA. 104
05/19/76

AMERICAN TELEPHONE AND TELEGRAPH COMPANY

Names and Addresses of Directors and Officers

Directors

William M. Batten
New York Stock Exchange
11 Wall Street, Room 605
New York, New York 10005

Charles L. Brown
195 Broadway
Room 2628
New York, New York 10007

Edward W. Carter
550 South Flower Street
Los Angeles, California 90071

William S. Cashel, Jr.
195 Broadway
Room 2600
New York, New York 10007

Catherine B. Cleary
735 North Water Street
Room 716
Milwaukee, Wisconsin 53202

Archie K. Davis
612 South Main Street
P. O. Box 10689
Winston-Salem, North Carolina 27108

John D. deButts
195 Broadway
New York, New York 10007

William M. Ellinghaus
195 Broadway
Room 2657
New York, New York 10007

James H. Evans
Union Pacific Corporation
345 Park Avenue
New York, New York 10022

Peter E. Haas
Levi Strauss & Company
Two Embarcadero Center, 28th Floor
San Francisco, California 94106

Edward B. Hanify
225 Franklin Street
Boston, Massachusetts 02110

William A. Hewitt
John Deere Road
Moline, Illinois 61265

Jerome H. Holland
270 Park Avenue
Suite 1490
New York, New York 10017

Belton K. Johnson
2000 National Bank of Commerce Building
San Antonio, Texas 78205

Donald S. MacNaughton
Hospital Corporation of America
One Park Plaza
Nashville, Tennessee 78212

William J. McGill
Columbia University
202 Low Library
New York, New York 10027

J. Irwin Miller
301 Washington Street
Columbus, Indiana 47201

James E. Olson
195 Broadway
Room 2631
New York, New York 10007

Donald S. Perkins
Jewel Companies, Incorporated
5725 East River Road
Chicago, Illinois 60631

Rawleigh Warner, Jr.
Mobil Corporation
150 East 42nd Street
New York, New York 10017

Officers

Robert E. Allan
Vice President
295 North Maple Avenue
Basking Ridge, New Jersey 07920

Jack A. Baird
Vice President
295 North Maple Avenue
Basking Ridge, New Jersey 07920

James R. Billingsley
Vice President
195 Broadway
New York, New York 10007

Edward M. Block
Vice President
195 Broadway
New York, New York 10007

Thomas E. Bolger
Executive Vice President
295 North Maple Avenue
Basking Ridge, New Jersey 07920

Charles L. Brown
Chairman of the Board
195 Broadway
New York, New York 10007

William S. Cashel, Jr.
Vice Chairman of the Board and
Chief Financial Officer
195 Broadway
New York, New York 10007

H. Weston Clarke, Jr.
Vice President
295 North Maple Avenue
Basking Ridge, New Jersey 07920

John L. Clendenin
Vice President
295 North Maple Avenue
Basking Ridge, New Jersey 07920

Virginia A. Dwyer
Vice President and Treasurer
195 Broadway
New York, New York 10007

William M. Ellinghaus
President
195 Broadway
New York, New York 10007

Robert N. Flint
Vice President and Comptroller
195 Broadway
New York, New York 10007

John G. Fox
Vice President
2000 L Street, N.W.
Washington, D. C. 20036

Donald E. Guinn
Vice President
295 North Maple Avenue
Basking Ridge, New Jersey 07920

Richard R. Hough
Executive Vice President
295 North Maple Avenue
Basking Ridge, New Jersey 07920

Charles E. Hugel
Executive Vice President
295 North Maple Avenue
Basking Ridge, New Jersey 07920

Frank A. Hutson, Jr.
Secretary
195 Broadway
New York, New York 10007

Walter B. Kelley
Vice President
195 Broadway
New York, New York 10007

Robert W. Kleinert
Vice President
AT&T, Long Lines
Bedminster, New Jersey 07921

Rocco J. Marano
Vice President
295 North Maple Avenue
Basking Ridge, New Jersey 07920

Archie J. McGill
Vice President
295 North Maple Avenue
Basking Ridge, New Jersey 07920

James E. Olson
Vice Chairman of the Board
195 Broadway
New York, New York 10007

Rex R. Reed
Vice President
295 North Maple Avenue
Basking Ridge, New Jersey 07920

John L. Segall
Vice President
195 Broadway
New York, New York 10007

William G. Sharwell
Vice President
195 Broadway
New York, New York 10007

Howard J. Trienens
Vice President and General Counsel
195 Broadway
New York, New York 10007

Alvin von Auw
Vice President
195 Broadway
New York, New York 10007

Kenneth J. Whalen
Executive Vice President
295 North Maple Avenue
Basking Ridge, New Jersey 07920

A 157225 — 38

RESTATED CERTIFICATE OF INCORPORATION
OF
AMERICAN TELEPHONE AND TELEGRAPH COMPANY
UNDER
SECTION 807 OF THE BUSINESS CORPORATION LAW

deGraff, Foy, Conway and Holt-Harris
90 State Street
Albany, New York 12207

3/3/1885

[illegible]

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 31 1974
TAX $ none
FILING FEE $ 50
[illegible signature]
[illegible]

31 NY

6 F 61

750,000,000 pr $\frac{2}{3}$

100,000,000 pr

50 195 Broadway

[illegible]

38

State of New York } *ss.:*
Department of State }

3299

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on JAN 10 1980

Basil A. Paterson

Secretary of State

G020-504 (12/78)

A 157285

RESTATED CERTIFICATE OF INCORPORATION OF AMERICAN TELEPHONE AND TELEGRAPH COMPANY UNDER SECTION 807 OF THE BUSINESS CORPORATION LAW

We, the undersigned, being a Vice President and the Secretary, respectively, of American Telephone and Telegraph Company, do hereby certify as follows:

1. The name of the corporation is "American Telephone and Telegraph Company."

2. The Certificate of Incorporation of the corporation was filed in the office of the Secretary of State of the State of New York on March 3, 1885.

3. The text of the Certificate of Incorporation, as amended heretofore, is hereby restated without further amendment or change to read as herein set forth in full:

"We do hereby associate ourselves together for the purpose of constructing, buying, owning, leasing, or otherwise obtaining lines of electric telegraph partly within and partly beyond the limits of the State of New York, and of equipping, using, operating, or otherwise maintaining the same; and of becoming a body politic and corporate under and by virtue of the provisions of an act of the Legislature of the State of New York entitled 'An Act to provide for the incorporation and regulation of telegraph companies,' passed April 12, 1848, and the various acts amendatory thereof or supplemental thereto; and of having and exercising all and every of the powers, privileges, franchises and immunities in and by said acts conferred. And in pursuance of the requirements of the various acts aforesaid, and for the purposes above set forth, we do hereby declare and certify as follows,

"FIRST. The name assumed to distinguish such association and to be used in its dealings, and by which it may sue and be sued, is the American Telephone and Telegraph Company.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
93 JUL 11

"SECOND. The general route of the lines of telegraph of said association will be from a point or points in the city of New York along all rail roads, bridges, highways and other practicable, suitable and convenient ways or courses, leading thence to the cities of Albany, Boston, and the intermediate cities, towns and places, also from a point or points in and through the city of New York, and thence through and across the Hudson and East rivers and the bay and harbor of New York, to Jersey City, Long Island City and Brooklyn, and along all rail roads, bridges, highways and other practicable, suitable and convenient ways and courses to the cities of Philadelphia, Baltimore, Washington, Richmond, Charleston, Mobile and New Orleans, and to all intermediate cities, towns and places; and in like manner to the cities of Buffalo, Pittsburgh, Cleveland, Cincinnati, Louisville, Memphis, Indianapolis, Chicago, Saint Louis, Kansas City, Keokuk, Des Moines, Detroit, Milwaukee, Saint Paul, Minneapolis, Omaha, Cheyenne, Denver, Salt Lake City, San Francisco and Portland; and to all intermediate cities, towns and places, and also along all rail roads, bridges, highways and other practicable, suitable and convenient ways and courses as may be necessary or proper for the purpose of connecting with each other one or more points in said city of New York, and in each of the cities, towns and places hereinabove specifically or generally designated.

"And it is further declared and certified that the general route of the lines of this association, in addition to those hereinbefore described or designated, will connect one or more points in each and every city, town or place in the State of New York with one or more points in each and every other city, town or place in said State, and in each and every other of the United States, and in Canada and Mexico, and each and every of said cities, towns and places is to be connected with each and every other city, town or place in said States and Countries, and also by cable and other appropriate means with the rest of the known world as may hereafter become necessary or desirable in conducting the business of this association.

"THIRD. The aggregate number of shares which the corporation is authorized to issue is 850,000,000 shares, consisting of 750,000,000 common shares having a par value of $16⅔ per share and 100,000,000 preferred shares having a par value of $1 per share.

"The preferred shares may be issued from time to time in one or more series. All preferred shares of all series shall rank equally and be identical in all respects except that the Board of Directors is authorized to fix the number of shares in each series, the designation thereof and, subject to the provisions of this Article Third, the relative rights, preferences and limitations of each series and the variations in such rights, preferences and limitations as between series and specifically is authorized to fix with respect to each series:

"(a) the dividend rate on the shares of such series and the date or dates from which dividends shall be cumulative;

"(b) the times when, the prices at which, and all other terms and conditions upon which, shares of such series shall be redeemable;

"(c) the amounts which the holders of shares of such series shall be entitled to receive upon the liquidation, dissolution or winding up of the corporation, which amounts may vary depending on whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates;

"(d) whether or not the shares of such series shall be subject to the operation of a purchase, retirement or sinking fund and, if so, the extent to and manner in which such purchase, retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or for other corporate purposes and the terms and provisions relative to the operation of the said fund or funds;

"(e) whether or not the shares of such series shall be convertible into or exchangeable for shares of any other class or series and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same;

"(f) the restrictions, if any, upon the payment of dividends or making of other distributions on, and upon the purchase or other acquisition of, common shares;

"(g) the restrictions, if any, upon the creation of indebtedness, and the restrictions, if any, upon the issue of any additional shares ranking on a parity with or prior to the shares of such series in addition to the restrictions provided for in this Article Third;

"(h) the voting powers, if any, of the shares of such series in addition to the voting powers provided for in this Article Third; and

"(i) such other rights, preferences and limitations as shall not be inconsistent with this Article Third.

"All shares of any particular series shall rank equally and be identical in all respects except that shares of any one series issued at different times may differ as to the date from which dividends shall be cumulative.

"Dividends on preferred shares of each series shall be cumulative from the date or dates fixed with respect to such series and shall be paid or declared or set apart for payment for all past dividend periods and for the current dividend period before any dividends (other than dividends payable in common shares) shall be declared or paid or set apart for payment on common shares. Whenever, at any time, full cumulative dividends for all past dividend periods and for the current dividend period shall have been paid or declared and set apart for payment on all then outstanding preferred shares and all requirements with respect to any purchase, retirement or sinking fund or funds for all series of preferred shares shall have been complied with, the Board of Directors may declare dividends on the common shares and the preferred shares shall not be entitled to share therein.

"Upon any liquidation, dissolution or winding up of the corporation, the holders of preferred shares of each series shall be entitled to receive the amounts to which such holders are entitled as fixed with respect to such series, including all dividends accumulated to the date of final distribution, before any payment or distribution of assets of the corporation shall be made to or set apart for the holders of common shares and after such payments shall have been made in full to the holders of preferred shares, the holders of common shares shall be entitled to receive any and all assets remaining to be paid or distributed to shareholders and the holders of preferred shares shall not be entitled to share therein. For the purposes of this paragraph, the voluntary sale, conveyance, lease, exchange or transfer of all or substantially all the property or assets of the corporation or a consolidation or merger of the corporation with one or more other corporations (whether or not the corporation is the corporation surviving such consolidation or merger) shall not be deemed to be a liquidation, dissolution or winding up, voluntary or involuntary.

"The aggregate amount which all preferred shares outstanding at any time shall be entitled to receive on involuntary liquidation, dissolution or winding up shall not exceed $8,000,000,000.

"So long as any preferred shares are outstanding, the corporation will not (a) without the affirmative vote or consent of the holders of at least 66⅔% of all the preferred shares at the time outstanding, (i) authorize shares of stock ranking prior to the preferred shares, or (ii) change any provision of this Article Third so as to affect adversely the preferred shares; (b) without the affirmative vote or consent of the holders of at least 66⅔% of any series of preferred shares at the time outstanding, change any of the provisions of such series so as to affect adversely the shares of such series; (c) without the affirmative vote or consent of the holders of at least a majority of all the preferred shares at the time outstanding, (i) increase the authorized number of preferred shares or (ii) authorize shares of any other class of stock ranking on a parity with the preferred shares.

"Whenever, at any time or times, dividends payable on preferred shares shall be in default in an aggregate amount equivalent to six full quarterly dividends on any series of preferred shares at the time outstanding, the number of directors then constituting the Board of Directors of the corporation shall ipso facto be increased by two, and the outstanding preferred shares shall, in addition to any other voting rights, have the exclusive right, voting separately as a class and without regard to series, to elect two directors of the corporation to fill such newly creased directorships and such right shall continue until such time as all dividends accumulated on all preferred shares to the latest dividend payment date shall have been paid or declared and set apart for payment.

"No holder of preferred shares of any series, irrespective of any voting or other rights of shares of such series, shall have, as such holder, any preemptive right to purchase any other shares of the corporation or any securities convertible into or entitling the holder to purchase such other shares.

"If in any case the amounts payable with respect to any requirements to retire preferred shares are not paid in full in the case of all series with respect to which such requirements exist, the number of shares to be retired in each series shall be in proportion to the respective amounts which would be payable on account of such requirements if all amounts payable were paid in full.

"FOURTH. The number of directors shall be not less than fifteen nor more than nineteen.

"FIFTH. The duration of the corporation shall be perpetual.

"SIXTH. The office of the corporation is located in the Borough of Manhattan, City and County of New York, State of New York.

"SEVENTH. The Secretary of State of the State of New York is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process served upon him as agent of the corporation is American Telephone and Telegraph Company, 195 Broadway, New York, New York.

"EIGHTH. PART A — *$4.00 Convertible Preferred Shares.*

"1. *Number of Shares, Designation.* 29,032,529 preferred shares of the corporation are hereby constituted as a series of preferred shares designated as $4.00 Convertible Preferred Shares (herein called 'the 1971 Series').

"2. *Dividends.* $4.00 per annum, and no more, is hereby fixed as the rate per annum at which the holders of shares of the

1971 Series shall be entitled to receive dividends, payable quarterly commencing November 1, 1971 on the first days of February, May, August and November each year, and July 12, 1971 is hereby fixed as the date from which such dividends shall be cumulative.

"3. *Redemption.* Shares of the 1971 Series may be redeemed at the option of the corporation, as a whole or from time to time in part, at any time on or after August 1, 1974 upon notice as herein provided and at a price equal to the sum of $50 a share plus dividends accrued and unpaid to the date fixed for redemption, plus, if the redemption date shall be on or before July 31, 1976, a premium determined as follows: $1.00 per share if the redemption date be on or before July 31, 1975; $.50 per share if thereafter and on or before July 31, 1976; the total sum so payable being herein referred to as the 'redemption price'. Notice of every such redemption shall be mailed to the holders of record of the shares of the 1971 Series so to be redeemed, at their respective addresses as the same shall appear on the records of the corporation. Such notice shall be mailed at least 30 days in advance of the date fixed for such redemption. In order to facilitate the redemption of any shares of the 1971 Series that may be selected for redemption as provided in this paragraph 3, the transfer records of the corporation may be closed as to such shares at any time prior to the redemption date. In case of the redemption of less than all shares of the 1971 Series at the time outstanding, the shares so to be redeemed shall be selected by lot or in such other manner as the Board of Directors may determine. The Board of Directors shall have full power and authority, subject to the limitations and provisions herein contained, to prescribe the terms and conditions upon which the shares of the 1971 Series shall be redeemed.

"If the giving of notice of redemption shall have been completed as above provided, then, unless the Company shall default in the payment of the redemption price of the shares so called for redemption, from and after the redemption date, notwithstanding that any certificates for shares so called shall not have been surrendered, the shares so called shall not be deemed outstanding; dividends thereon shall cease to accumulate after the redemption date and all rights of the holders of the shares so

C

called for redemption shall forthwith, after the redemption date, terminate, excepting only the right to receive the redemption price therefor but without interest.

"If at any time the corporation shall have failed to pay dividends in full on shares of the 1971 Series, thereafter and until dividends in full, including all dividends accumulated and unpaid thereon to the next preceding dividend payment date, shall have been declared and set apart for payment or paid, the corporation shall not redeem less than all of the preferred shares at such time outstanding, and neither the corporation nor any subsidiary shall purchase any preferred shares except in accordance with a purchase offer made in writing to all holders of the preferred shares, provided that nothing shall prevent the corporation from completing the purchase or redemption of shares for which a purchase contract was entered into, or the notice of redemption of which was mailed, prior to such failure to pay dividends.

"4. *Liquidation.* Upon any liquidation, dissolution or winding up of the corporation, the holders of shares of the 1971 Series shall be entitled to receive the liquidation value per share, which is hereby fixed at $50 a share, plus dividends accumulated and unpaid thereon at such time plus, if such liquidation, dissolution or winding up shall be voluntary and shall occur on or before July 31, 1976, a premium determined as follows: $2.50 per share if such voluntary liquidation, dissolution or winding up shall occur on or before July 31, 1972; $2.00 per share if thereafter and on or before July 31, 1973; $1.50 per share if thereafter and on or before July 31, 1974; $1.00 per share if thereafter and on or before July 31, 1975; and $.50 per share if thereafter and on or before July 31, 1976.

"5. *Voting.* Except as expressly provided by law or by the certificate of incorporation, the shares of the 1971 Series shall have no right or power to vote on any question or in any proceeding or to be represented at or to receive notice of any meeting of shareholders.

"At any time when the special voting right for directors of the corporation provided in Article THIRD of the certificate of incorporation shall have vested in the holders of the preferred shares then outstanding, and if such right shall not already have been initially exercised, a proper officer of the corporation shall call a special meeting of the holders of the preferred shares for the purpose of electing such directors. Such meeting shall be held at the earliest practicable date upon the notice required for annual meetings of shareholders. Notwithstanding the provisions of this paragraph, no such special meeting need be called if such meeting would be held within sixty days immediately preceding the date fixed for the next annual meeting of shareholders.

"At any meeting held for the purpose of electing directors at which the holders of the preferred shares shall have the special right, voting separately as a class, to elect directors, the presence, in person or by proxy, of the holders of 33 1/3% of the preferred shares at the time outstanding shall be required and be sufficient to constitute a quorum of such class for the election of any director by the holders of the preferred shares as a class. At any such meeting or adjournment thereof, (a) the absence of a quorum of the preferred shares shall not prevent the election of the directors to be elected by the holders of shares other than the preferred shares and the absence of a quorum of shares other than the preferred shares shall not prevent the election of the directors to be elected by the holders of the preferred shares, and (b) in the absence of such quorum, either of the preferred shares or of shares other than the preferred shares, or both, a majority of the holders present in person or by proxy, of the class or classes of stock which lack a quorum shall have power to adjourn the meeting for the election of directors which they are entitled to elect, from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

"During any period in which the holders of the preferred shares have the right to vote for directors as provided in Article THIRD of the certificate of incorporation, any vacancies in the Board of Directors shall be filled only by vote of a majority (even if that be only a single director) of the remaining directors theretofore elected by the holders of the class of stock which elected the director whose office shall have become vacant. During such period the directors elected by the holders of the preferred shares shall, subject to the next sentence, continue in office until the next succeeding annual meeting or until their successors are elected by such holders and qualify. If and to the extent permitted by applicable law, immediately upon any termination of the aforesaid right of the holders of the preferred shares to vote for directors, the term of office of the directors then in office so elected by such holders shall terminate.

"6. *Right of Conversion; Price.* As used in this paragraph 6 and in paragraphs 7, 8 and 9 'Shares' shall mean the common shares ($16 2/3 par value) of the corporation and where appropriate shall also mean the other securities or property deliverable upon conversion of shares of the 1971 Series as provided in paragraph 8 upon the happening of certain events as described therein.

"At the option of the holder thereof and upon surrender to the corporation at the office or agency of the corporation maintained for such purpose, each share of the 1971 Series shall be convertible at any time on or after October 1, 1971 into fully paid and nonassessable Shares at the initial conversion price (subject to adjustment as provided in paragraph 8) of $47.50 per Share; *provided, however,* that in the event any share of the 1971 Series shall be called for redemption, the right to convert such share shall terminate at the close of business on the date fixed for its redemption, unless the corporation shall default in payment of the redemption price of such share. The number of Shares to be delivered upon conversion of shares of the 1971 Series shall be determined by dividing the aggregate value for conversion purposes ($50 per share of the 1971 Series) of the shares so surrendered by the conversion price then in effect, with the result rounded to the nearest two decimal places. No adjustment shall be made for any cash dividends on Shares issuable upon conversion of shares of the 1971 Series nor for any dividends accumulated upon any share of the 1971 Series surrendered for conversion.

"7. *Fractional Shares.* The corporation shall not be required to issue fractions of Shares upon any conversion or to issue share certificates which evidence fractional shares, nor shall the corporation be required to make any cash adjustment in respect of a fractional interest in a Share resulting from conversion. If more than one share of the 1971 Series shall be surrendered for conversion at one time by the same holder the number of Shares issuable upon conversion shall be computed on the basis of the aggregate number of shares so surrendered for conversion. Any person entitled to a fraction of a share upon conversion of shares of the 1971 Series may elect, during such period of time (not in excess of 90 days) as the corporation shall determine, to purchase the additional fractional interest required to make up a full share or to sell the fractional interest to which such person is entitled. Such election shall be made on the form provided for such purpose by the corporation. If such election is not made within the time prescribed by the corporation, the fractional interest to which such person is entitled shall be sold. The corporation shall bill each person entitled to a fractional interest in Shares for the cost of any such fractional interest purchased by it as agent for such person or shall remit to such person the proceeds of the sale of any such fractional interest sold by it as such agent. In the case of a purchase, the corporation may sell the Share to which such person is entitled if payment is not received by the corporation within 30 days after the mailing of such bill and, after deducting the amount of such bill among other charges, shall remit the balance, if any, to such person. Fractional interests shall be non-transferable except by or to the corporation acting as herein authorized. The corporation may purchase or sell fractional interests on the basis of market prices of the Shares as determined by the corporation in its sole discretion and is expressly authorized to value fractional interests without actual purchase or sale on the basis of market prices of the Shares as so determined. Purchases and sales of fractional interests by the corporation may, in its sole discretion, be set off one against the other on the basis of market prices of the Shares as determined by it in its sole discretion.

"8. *Adjustment of Conversion Price.* The conversion price is subject to adjustment from time to time upon the occurrence of the events enumerated below:

"(a)(1) If and whenever the corporation shall issue any Additional Stock, as hereinafter defined, without consideration or for a consideration per share less than the conversion price in effect immediately prior to the issuance of such Additional Stock, or shall make any distribution (other than dividends payable in cash, Shares or other securities of the corporation) to shareholders as of a record date after July 12, 1971, then the conversion price in effect immediately prior to the issuance of such Additional Stock or the making of such distribution shall immediately (except as provided in subparagraph (a)(4) below) be adjusted to a price (computed to the nearest cent) equal to the quotient obtained by dividing

"(A) an amount equal to (i) the number of Shares issued and outstanding on July 12, 1971 multiplied by the conversion price in effect at such date, plus (ii) the aggregate consideration received by the corporation for all shares of Additional Stock issued since such date, minus (iii) the aggregate of the amounts of all distributions (other than dividends payable in cash, Shares or other securities of the corporation) which have been made payable to shareholders as of a record date occurring after July 12, 1971, by

"(B) an amount equal to the sum of (i) the number of Shares issued and outstanding on July 12, 1971 and (ii) the number of all shares of Additional Stock issued since such date (increased or decreased to the extent that the number of such Shares and shares of Additional Stock, respectively, shall have been increased or decreased by each subdivision or combination referred to in subparagraph (a)(3));

provided, however, that such adjustment shall be made only if the aforesaid quotient shall be less than the conversion price in effect immediately prior to the issuance of such Additional Stock or the making of such distribution.

"(2) For the purposes of any adjustment of the conversion price pursuant to this paragraph 8, the following provisions shall be applicable:

"(A) In the case of the issuance of Shares for cash, the consideration shall be the amount of such cash, provided that in no case under this subparagraph (a)(2)(A) shall any deduction be made for any commissions or any expenses incurred by the corporation for any underwriting of the issue or otherwise in connection therewith;

"(B) In the case of the issuance of Shares for a consideration in whole or in part other than cash, the consideration other than cash shall be deemed to be the fair value thereof as determined by the Board of Directors;

"(C) In the case of Shares issued as a stock dividend, no consideration shall be deemed to have been received therefor and such Shares shall be deemed to have been issued at the close of business on the record date for the determination of holders entitled to receive the same; in the case of Shares issued through subscription rights, such Shares shall be deemed to have been issued at the close of business on a date, not more than 15 days after the expiration of the rights, determined by the Board of Directors;

"(D) For the purpose of this subparagraph (a)(2)(D), obligations or shares of stock convertible into or exchangeable for Shares and rights, warrants or options to purchase Shares, other than rights, warrants or options issued by the corporation to holders of Shares which expire within 90 days of their issuance, are referred to as 'equity securities'. For the purpose of subparagraph (a)(1), in the event of issuance of any equity securities, the Shares issuable on the exercise, conversion or exchange of such equity securities, (i) if inclusion thereof would result in a conversion price lower than if excluded (disregarding for this purpose the provisions of subparagraph (a)(4)), shall be deemed (so long as such exercise, conversion or exchange privilege is outstanding) to have been issued at the time of issuance of such equity securities, and (ii) in every other case shall be deemed to be issued at the close of business on the date of exercise, conversion or exchange of such equity securities. For the purpose of this subparagraph (a)(2)(D), equity securities issued (i) as a dividend shall be deemed to have been issued at the close of business on the record date for the determination of holders entitled to receive the same, or (ii) through subscription rights shall be deemed to have been issued at the close of business on a date, not more than 15 days after expiration of the rights, determined by the Board of Directors. For the purpose of any computation hereunder the amount of the consideration received by the corporation for such Shares shall be deemed to be the total of (i) the consideration, if any, other than any subscription rights received by the corporation upon the original issuance of such equity securities, plus (ii) the consideration, if any, other than such equity securities to be received by the corporation upon exercise, conversion or exchange of such equity securities, except in adjustment of interest and dividends. The amount of the consideration, if any, other than any subscription rights, so received by the corporation upon the original issuance of the equity securities so exercised, converted or exchanged and the amount of the consideration, if any, other than such equity securities, so to be received by the corporation upon such exercise, conversion or exchange shall be determined in the same manner provided in subparagraphs (a)(2)(A) and (a)(2)(B) with respect to the consideration received by the corporation in case of the issuance of Shares. If such equity securities shall have been issued as a dividend, no consideration shall be deemed to have been received by the corporation upon the original issuance thereof; if such equity securities shall have been issued in combination with other securities, the consideration received for such equity securities shall be such portion, if any, of the consideration received for such combination of securities as the Board of Directors shall determine;

"(E) The amount of a distribution (other than dividends in cash, Shares or other securities of the corporation) shall be deemed to be the value of such distribution, as of the date of the adoption of the resolution declaring such distribution, as determined by the Board of Directors at or as of that date; and

"(F) A sale or delivery by the corporation of Shares or other securities of the corporation which had been issued and outstanding and were acquired by the corporation and which have not been retired shall not be deemed an issuance of such Shares or securities.

"(3) In case the Shares issuable upon conversion of the shares of the 1971 Series shall be subdivided into a greater or combined into a lesser number of Shares (whether with or without par value), the conversion price shall be decreased or increased, as the case may be, to an amount which shall bear the same relation to the conversion price in effect immediately prior to such subdivision or combination as the total number of Shares outstanding immediately prior to such subdivision or combination shall bear to the total number of Shares outstanding immediately after such subdivision or combination. In case of a subdivision or combination, the adjustment in the conversion price shall be made as of the effective date of the applicable event. A distribution on Shares of a number of Shares equal to 25% or more of the Shares outstanding on the record date for the determination of shareholders entitled to receive the same shall be considered a subdivision of shares for the purposes of this subparagraph (a)(3) and those of subparagraph (a)(4), except that the adjustment will be made as of the record date for such distribution.

"(4) Anything in this paragraph 8 to the contrary notwithstanding, the corporation shall not be required, except as hereinafter in this subparagraph (a)(4) provided, to make any adjustment of the conversion price in any case in which the amount by which such conversion price would be reduced in accordance with the provisions of this paragraph 8 would be less than $.50 per Share, or would be less than $1.50 per Share in the event such adjustment might in the opinion of counsel to the corporation result in a taxable constructive dividend to the holders of shares of the 1971 Series; *provided, however,* that any adjustment which is not made pursuant to the provisions of this subparagraph (a)(4) permitting the corporation not to make an adjustment in the event such adjustment might result in a taxable dividend shall be made if and when the corporation shall give notice of redemption of all outstanding shares of the 1971 Series. In the event of any subdivision or combination of Shares said amounts of $.50 and $1.50 (as theretofore decreased or increased by any previous subdivision or combination) shall be proportionately decreased or increased. Anything in this paragraph 8 to the contrary notwithstanding, the corporation shall be entitled to make such reductions in the conversion price, in addition to those required by this paragraph 8, as it in its discretion shall determine to be advisable in order that any stock dividend, subdivision of shares, distribution of rights to purchase stock or securities, or distribution of securities convertible into or exchangeable for stock, hereafter made by the corporation to its shareholders shall not be taxable.

"(b) In case of any capital reorganization of the corporation, or of any reclassification of the Shares, or in the case of the consolidation of the corporation with or the merger of the corporation into any other corporation (other than a consolidation or merger in which the corporation is the continuing corporation) or of the sale of the properties and assets of the corporation as, or substantially as, an entirety to any other corporation, each share of the 1971 Series shall after such capital reorganization, reclassification of Shares, consolidation, merger or sale be convertible, upon the terms and conditions specified herein, into the number of shares of stock or other securities or property of the corporation, or of the corporation resulting from such consolidation or surviving such merger or to which such sale shall be made, as the case may be, to which the Shares issuable (at the time of such capital reorganization, reclassification of Shares, consolidation, merger or sale) upon conversion of such share of the 1971 Series would have been entitled upon such capital reorganization, reclassification of Shares, consolidation, merger or sale if such conversion had taken place; and in any such case, if necessary, the provisions set forth in this paragraph 8 with respect to the rights and interest thereafter of the holders of shares of the 1971 Series shall be appropriately adjusted so as to be applicable, as nearly as may reasonably be, to any shares of stock or other securities or property thereafter deliverable on the conversion of shares of the 1971 Series. The subdivision or combination of Shares at any time outstanding into a greater or lesser number of Shares shall not be deemed to be a reclassification of the Shares for the purposes of this subparagraph (b).

"(c) Upon any adjustment of the conversion price pursuant to this paragraph 8, the corporation within 20 days thereafter shall (i) cause to be filed at the office or agency of the corporation in the Borough of Manhattan in The City of New York where shares of the 1971 Series may be presented for conversion, a certificate, signed by the President or a Vice President of the corporation and by its Treasurer or an Assistant Treasurer, setting forth the conversion price after such adjustment and setting forth in reasonable detail the method of calculation and the facts upon which such calculation is based, which certificate shall be conclusive evidence of the correctness of the matters set forth therein, and (ii) cause to be given to each of the registered holders of the shares of the 1971 Series written notice of such adjustment by first-class mail, postage prepaid.

Where appropriate, such notice may be given in advance and included as a part of the notice required to be mailed under the other provisions of this subparagraph (c).

"In the event that the corporation shall take action to make any distribution to the holders of Shares of (i) securities of the corporation other than Shares or (ii) rights to subscribe for securities of the corporation including Shares, the corporation shall, at least 15 days prior to the date on which a record shall be taken for such distribution, cause written notice thereof to be sent by first-class mail, postage prepaid, to each of the registered holders of shares of the 1971 Series at his address appearing on the register of 1971 Series. Such notice shall also specify the date on which the holders of Shares shall be entitled to such distribution.

"Notwithstanding the foregoing provisions of this subparagraph (c), failure of the corporation to give notice shall not invalidate such corporate action of the corporation.

"(d) 'Additional Stock' shall mean any Shares issued after July 12, 1971, other than

"(1) Shares issued upon the conversion of shares of the 1971 Series;

"(2) Shares issued upon the exercise of any of the Warrants Expiring May 15, 1975 of the corporation;

"(3) Shares issued pursuant to any present or future stock purchase plan, stock option plan, employees savings or profit-sharing plan or other incentive or benefit plan for employees of the corporation or its subsidiaries;

"(4) Shares issued by the corporation to acquire, or in connection with the acquisition of, property or assets of any character, real or personal, tangible or intangible (exclusive of cash, other than cash included as a part of property or assets acquired in connection with the acquisition of a going concern business, and exclusive of outstanding stock or other securities of the corporation), including but not limited to going concern businesses, stock or securities of other corporations, or other property, whether such acquisition shall be effected by purchase, merger, consolidation or otherwise;

"(5) Shares issued by the corporation as a distribution, with respect to Shares, of a number of Shares equal to 25% or more of the number of Shares outstanding on the record date for the determination of shareholders entitled to receive such distribution, or upon a subdivision or combination of outstanding Shares; and

"(6) Shares issued (or issuable on exercise, conversion or exchange of equity securities as defined in subparagraph (a)(2)(D)) as part of an offering to shareholders of the corporation which offering is also made to holders of shares of the 1971 Series on a basis reasonably deemed appropriate and fair by the Board of Directors.

"9. *Reservation of Shares; Taxes.* The corporation will at all times reserve and keep available, free from preemptive rights, out of the aggregate of its authorized but unissued Shares, for the purpose of enabling it to satisfy any obligation to issue Shares upon conversion of shares of the 1971 Series, the full number of Shares deliverable upon conversion of all outstanding shares of the 1971 Series. Before taking any action which would cause an adjustment pursuant to paragraph 8 reducing the conversion price below the then par value (if any) of the Shares issuable upon conversion of shares of the 1971 Series, the corporation will take any corporate action which may, in the opinion of its counsel, be necessary in order that the corporation may validly and legally issue fully paid and nonassessable Shares at the conversion price as so adjusted. All shares which may be issued upon conversion of shares of the 1971 Series shall upon issue be fully paid and nonassessable by the corporation and free from all taxes, liens, charges and security interests with respect to the issue thereof. The corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issue and delivery of Shares in a name other than that of the holder of the shares of the 1971 Series converted, and the corporation shall not be required to issue or deliver any such Share unless and until the person or persons requesting the issuance thereof shall have paid to the corporation the amount of any such tax or shall have established to the satisfaction of the corporation that such tax has been paid.

"PART B—$77.50 Preferred Shares

"1. *Number of Shares; Designation.* 625,000 preferred shares of the corporation are hereby constituted as a series of preferred shares designated as $77.50 Preferred Shares (herein called 'the 1972 Series').

"2. *Dividends.* $77.50 per annum, and no more, is hereby fixed as the rate per annum at which the holders of shares of the 1972 Series shall be entitled to receive dividends, payable quarterly on the first days of February, May, August and November each year, and such dividends shall be cumulative with respect to each share from the date of issuance thereof.

"3. *Redemption and Sinking Fund.* Shares of the 1972 Series may be redeemed at the option of the corporation, as a whole or from time to time in part, at any time upon notice as herein provided and at a price equal to the sum of $1,000 a share plus dividends accrued and unpaid to the date fixed for redemption, plus, if the redemption date shall be on or before January 31, 2007, a premium determined as follows: If redeemed during the 12 months' periods ending January 31:

1973	$77.50	1991	$37.60
1974	75.30	1992	35.40
1975	73.10	1993	33.20
1976	70.90	1994	31.00
1977	68.60	1995	28.80
1978	66.40	1996	26.60
1979	64.20	1997	24.40
1980	62.00	1998	22.10
1981	59.80	1999	19.90
1982	57.60	2000	17.70
1983	55.40	2001	15.50
1984	53.10	2002	13.30
1985	50.90	2003	11.10
1986	48.70	2004	8.90
1987	46.50	2005	6.60
1988	44.30	2006	4.40
1989	42.10	2007	2.20
1990	39.90		

the total sum so payable being herein referred to as the 'redemption price'.

"If at any time the corporation shall have failed to pay dividends in full on shares of the 1972 Series, thereafter and until dividends in full, including all dividends accumulated and unpaid thereon to the next preceding dividend payment date, shall have been declared and set apart for payment or paid, the corporation shall not redeem less than all of the preferred shares at such time outstanding, and neither the corporation nor any subsidiary shall purchase any preferred shares except in accordance with a purchase offer made in writing to all holders of the preferred shares, provided that nothing shall prevent the corporation from completing the purchase or redemption of shares for which a purchase contract was entered into, or the notice of redemption of which was mailed, prior to such failure to pay dividends.

"Shares of the 1972 Series shall also be subject to redemption through the operation of a sinking fund (herein called the 'Sinking Fund') at the redemption price (the 'Sinking Fund Redemption Price') of $1,000 per share plus an amount equal to the dividends accrued and unpaid thereon to the redemption date, whether or not earned or declared. For the purposes of the Sinking Fund, out of any net assets of the corporation legally available therefor remaining after full cumulative dividends upon all series of preferred shares then outstanding to the end of the current dividend period therefor shall have been paid or declared and set apart for payment, the corporation shall set aside in cash annually on February 1 in each year commencing with February 1, 1978 and continuing through February 1, 1992, an amount sufficient to redeem, at the Sinking Fund Redemption Price, 2% of the greatest number of shares of the 1972 Series at any time outstanding, and on February 1 in each year commencing with February 1, 1993, so long as there shall be outstanding any shares of the 1972 Series, an amount sufficient to redeem, at the Sinking Fund Redemption Price, 3% of such number of shares. The Sinking Fund shall be cumulative so that if on any such February 1 the net assets of the corporation legally available therefor shall be insufficient to permit any such amount to be set aside in full, or if for any other reason such amount shall not have been set aside in full, the amount of the deficiency shall be set aside, but without interest, before any dividend shall be paid or declared, or any distribution made, on any junior shares or any junior shares shall be purchased, redeemed, or otherwise acquired by the corporation, or any moneys shall be paid to or set aside or made available for a sinking fund for the purchase or redemption of any junior shares. Notwithstanding the foregoing, the corporation may at any time (1) pay dividends in junior shares or (2) purchase, redeem or otherwise acquire junior shares in exchange for, or out of the net cash proceeds from the concurrent sale of, other junior shares. As used herein, the term 'junior shares' shall mean common shares or any other shares ranking junior to the preferred shares either as to dividends or upon liquidation, dissolution or winding up.

"Moneys in the Sinking Fund shall be applied on such February 1 to the redemption of shares of the 1972 Series. The corporation shall, prior to each such Sinking Fund redemption, give notice of redemption of such number of shares of the 1972 Series as may be required to satisfy the Sinking Fund.

"In addition, the corporation shall have the right, at its option, to redeem at the Sinking Fund Redemption Price on February 1, 1978 and on any February 1 thereafter an additional number of shares of the 1972 Series up to, but not exceeding, the number of shares which on such February 1 the corporation is obligated to redeem pursuant to the Sinking Fund established as provided above. This right shall not be cumulative and shall be lost to the extent not exercised on any such February 1. Optional redemptions at the Sinking Fund Redemption Price shall be limited to 208,333 shares.

"Prior to February 1, 1982, no optional redemption of shares of the 1972 Series (including optional redemptions at the Sinking Fund Redemption Price) may be made as a part of, or in anticipation of, any refunding operation involving the application, directly or indirectly, of moneys borrowed by or for the account of the corporation at an interest cost (calculated in accordance with generally accepted financial practice) of less than 7.75% per annum or of moneys derived through the issuance by the corporation of any preferred shares (or of any other shares ranking prior to or on a parity with the preferred shares as to dividends or upon liquidation, dissolution or winding up) having a dividend cost (so calculated) of less than 7.75% of the offering price of such shares.

"Notice of every such redemption shall be mailed to the holders of record of the shares of the 1972 Series so to be redeemed, at their respective addresses as the same shall appear on the records of the corporation. Such notice shall be mailed at least 30 days in advance of the date fixed for such redemption. In order to facilitate the redemption of any shares of the 1972 Series that may be selected for redemption as provided in this paragraph 3, the transfer records of the corporation may be closed as to such shares at any time prior to the redemption date. In case of the redemption of less than all shares of the 1972 Series at the time outstanding, the shares so to be redeemed shall be selected by lot or in such other manner as the Board of Directors may determine. The Board of Directors shall have full power and authority, subject to the limitations and provisions herein contained, to prescribe the terms and conditions upon which the shares of the 1972 Series shall be redeemed.

"If the giving of notice of redemption shall have been completed as above provided, then, unless the corporation shall default in the payment of the redemption price of the shares so called for redemption, from and after the redemption date, notwithstanding that any certificates for shares so called shall not have been surrendered, the shares so called shall not be deemed outstanding, dividends thereon shall cease to accumulate after the redemption date and all rights of the holders of the shares so called for redemption shall forthwith, after the redemption date, terminate, excepting only the right to receive the redemption price therefor but without interest.

"4. *Liquidation.* Upon any liquidation, dissolution or winding up of the corporation, the holders of shares of the 1972 Series shall be entitled to receive the liquidation value per share, which is hereby fixed at $1,000 a share, plus dividends accumulated and unpaid thereon at such time plus, if such liquidation, dissolution or winding up shall be voluntary and shall occur before February 1, 2007, a premium equivalent to the premium that would be payable at that time upon optional redemption of such shares.

"5. *Voting.* Except as expressly provided by law or by the certificate of incorporation, the shares of the 1972 Series shall have no right or power to vote on any question or in any proceeding or to be represented at or to receive notice of any meeting of shareholders.

"So long as any shares of the 1972 Series are outstanding, the corporation will not, without the affirmative vote or consent of the holders of at least 66 2/3% of all the shares of the 1972 Series at the time outstanding, (i) authorize shares of stock ranking prior to the preferred shares or (ii) change any provision of Article THIRD of the certificate of incorporation so as to affect adversely the preferred shares.

"At any time when the special voting right for directors of the corporation provided in Article THIRD of the certificate of incorporation shall have vested in the holders of the preferred shares then outstanding, and if such right shall not already have been initially exercised, a proper officer of the corporation shall call a special meeting of the holders of the preferred shares for the purpose of electing such directors. Such meeting shall be held at the earliest practicable date upon the notice required for annual meetings of shareholders. Notwithstanding the provisions of this paragraph, no such special meeting need be called if such meeting would be held within sixty days immediately preceding the date fixed for the next annual meeting of shareholders.

"At any meeting held for the purpose of electing directors at which the holders of the preferred shares shall have the special right, voting separately as a class, to elect directors, the presence, in person or by proxy, of the holders of 33 1/3% of the preferred shares at the time outstanding shall be required and be sufficient to constitute a quorum of such class for the election of any director by the holders of the preferred shares as a class. At any such meeting or adjournment thereof, (a) the absence of a quorum of the preferred shares shall not prevent the election of the directors to be elected by the holders of shares other than the preferred shares and the absence of a quorum of shares other than the preferred shares shall not prevent the election of the directors to be elected by the holders of the preferred shares, and (b) in the absence of such quorum, either of the preferred shares or of shares other than the preferred shares, or both, a majority of the holders, present in person or by proxy, of the class or classes of stock which lack a quorum shall have power to adjourn the meeting for the election of directors which they are entitled to elect, from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

"During any period in which the holders of the preferred shares have the right to vote for directors as provided in Article THIRD of the certificate of incorporation, any vacancies in the Board of Directors shall be filled only by vote of a majority (even if that be only a single director) of the remaining directors theretofore elected by the holders of the class of stock which elected the director whose office shall have become vacant. During such period the directors elected by the holders of the preferred shares shall, subject to the next sentence, continue in office until their next succeeding annual meeting or until their successors are elected by such holders and qualify. If and to the extent permitted by applicable law, immediately upon any termination of the aforesaid right of the holders of the preferred shares to vote for directors, the term of office of the directors then in office so elected by such holders shall terminate.

"PART E—$3.64 *Preferred Shares*,

"1. *Number of Shares; Designation.* 10,000,000 preferred shares of the corporation are hereby constituted as a series of preferred shares designated as $3.64 Preferred Shares (herein called 'the 1973 Series').

"2. *Dividends.* $3.64 per annum, and no more, is hereby fixed as the rate per annum at which the holders of shares of the 1973 Series shall be entitled to receive dividends, payable quarterly commencing August 1, 1973 on the first days of February, May, August and November each year, and such dividends shall be cumulative with respect to each share from April 12, 1973.

"3. *Redemption and Sinking Fund.* (a) Shares of the 1973 Series may be redeemed at the option of the corporation, as a whole or from time to time in part, at any time upon notice as herein provided and at a price equal to the sum of $50 a share plus dividends accrued and unpaid to the date fixed for redemption, plus, if the redemption date shall be on or before April 30, 2008, a premium determined as follows: If redeemed during the 12 months' periods ending April 30:

1974	$3.64	1992	$1.77
1975	3.54	1993	1.66
1976	3.43	1994	1.56
1977	3.33	1995	1.46
1978	3.22	1996	1.35
1979	3.12	1997	1.25
1980	3.02	1998	1.14
1981	2.91	1999	1.04
1982	2.81	2000	.94
1983	2.70	2001	.83
1984	2.60	2002	.73
1985	2.50	2003	.62
1986	2.39	2004	.52
1987	2.29	2005	.42
1988	2.18	2006	.31
1989	2.08	2007	.21
1990	1.98	2008	.10
1991	1.87		

the total sum so payable being herein referred to as the 'redemption price'.

"(b) If at any time the corporation shall have failed to pay dividends in full on shares of the 1973 Series, thereafter and until dividends in full, including all dividends accumulated and unpaid thereon to the next preceding dividend payment date, shall have been declared and set apart for payment or paid, the corporation shall not redeem less than all of the preferred shares at such time outstanding, and neither the corporation nor any subsidiary shall purchase any preferred shares except in accordance with a purchase offer made in writing to all holders of the preferred shares, provided that nothing shall prevent the corporation from completing the purchase or redemption of shares for which a purchase contract was entered into, or the notice of redemption of which was mailed, prior to such failure to pay dividends.

"(c) Shares of the 1973 Series shall also be subject to redemption through the operation of a sinking fund (herein called the 'Sinking Fund') at the redemption price (the 'Sinking Fund Redemption Price') of $50 per share plus dividends accrued and unpaid thereon to the redemption date, whether or not earned or declared. For the purposes of the Sinking Fund, out of any net assets of the corporation legally available therefor remaining after full cumulative dividends upon all series of preferred shares then outstanding to the end of the current dividend period therefor shall have been paid or declared and set apart for payment, the corporation shall set aside in cash annually on May 1 in each year commencing with May 1, 1984, so long as there shall be outstanding any shares of the 1973 Series, an amount sufficient to redeem, at the Sinking Fund Redemption Price, 3% of the greatest number of shares of the 1973 Series at any time outstanding (or any lesser number which shall then be outstanding), less the number of shares, if any, which the corporation shall credit against such obligation in accordance with the provisions of paragraph 5(d). Shares of the 1973 Series redeemed pursuant to the Sinking Fund shall be cancelled. The Sinking Fund shall be cumulative so that if on any such May 1 the net assets of the corporation legally available therefor shall be insufficient to permit any such amount to be set aside in full, or if for any other reason such amount shall not have been set aside in full, the amount of the deficiency shall be set aside, but without interest, before any dividend shall be paid or declared, or any distribution made, on any junior shares or any junior shares shall be purchased, redeemed, or otherwise acquired by the corporation, or any moneys shall be paid to or set aside or made available for a sinking fund for the purchase or redemption of any junior shares. Notwithstanding the foregoing, the corporation may at any time (1) pay dividends in junior shares or (2) purchase, redeem or otherwise acquire junior shares in exchange for, or out of the net cash proceeds from the concurrent sale of, other junior shares. As used herein, the term 'junior shares' shall mean common shares or any other shares ranking junior to the preferred shares either as to dividends or upon liquidation, dissolution or winding up.

"(d) The corporation may, at its option, on any May 1 credit against the number of shares which on such May 1 the corporation is obligated to redeem pursuant to the Sinking Fund established as provided above a number of shares not exceeding the total of (1) the number of shares of the 1973 Series which have been redeemed at the option of the corporation pursuant to the provisions of paragraph 3(a) and theretofore cancelled and (2) the number of shares of the 1973 Series purchased by the corporation and theretofore cancelled, less the total number of shares of the 1973 Series previously credited in accordance with the provisions of this paragraph 3(d). If the corporation shall elect to credit shares so redeemed or purchased and cancelled against the number of shares it is obligated to redeem on any May 1 pursuant to the Sinking Fund established as provided above, it shall on or before the next preceding April 1 cause to be filed at the office or agency of the corporation in the Borough of Manhattan in The City of New York where shares of the 1973 Series may be presented for transfer, a certificate signed by the President or a Vice President of the corporation and by its Treasurer or an Assistant Treasurer setting forth the number of shares of the 1973 Series which it elects to credit in accordance with the provisions of this paragraph 3(d).

"(e) Moneys in the Sinking Fund shall be applied on such May 1 to the redemption of shares of the 1973 Series. The corporation shall, prior to each such Sinking Fund redemption, give notice of redemption of such number of shares of the 1973 Series as may be required to satisfy the Sinking Fund.

"(f) In addition, the corporation shall have the right, at its option, to redeem at the Sinking Fund Redemption Price on May 1, 1984 and on any May 1 thereafter an additional number of shares of the 1973 Series up to, but not exceeding, the number of shares which on such May 1 the corporation is obligated to redeem pursuant to the Sinking Fund established as provided above. This right shall not be cumulative and shall be lost to the extent not exercised on any such May 1. No such redemption of an additional number of shares of the 1973 Series on any May 1 shall reduce the number of shares which on any subsequent May 1 the corporation is obligated to redeem pursuant to the Sinking Fund established as provided above.

"(g) Prior to May 1, 1983, no optional redemption of shares of the 1973 Series may be made as a part of, or in anticipation of, any refunding operation involving the application, directly or indirectly, of moneys borrowed by or for the account of the corporation at an interest cost (calculated in accordance with generally accepted financial practice) of less than 7.28% per annum or of moneys derived through the issuance by the corporation of any preferred shares (or of any other shares ranking prior to or on a parity with the preferred shares as to dividends or upon liquidation, dissolution or winding up) having a dividend cost (so calculated) of less than 7.28% of the offering price of such shares.

"(h) Notice of every such redemption shall be mailed to the holders of record of the shares of the 1973 Series so to be redeemed, at their respective addresses as the same shall appear on the records of the corporation. Such notice shall be mailed at least 30 days in advance of the date fixed for such redemption." In order to facilitate the redemption of any shares of the 1973 Series that may be selected for redemption as provided in this paragraph 3, the transfer records of the corporation may be closed as to such shares at any time prior to the redemption date. In case of the redemption of less than all shares of the 1973 Series at the time outstanding, the shares so to be redeemed shall be selected by lot or in such other manner as the Board of Directors may determine. The Board of Directors shall have full power and authority, subject to the limitations and provisions herein contained, to prescribe the terms and conditions upon which the shares of the 1973 Series shall be redeemed.

"(i) If the giving of notice of redemption shall have been completed as above provided, then, unless the corporation shall default in the payment of the redemption price of the shares so called for redemption, from and after the redemption date, notwithstanding that any certificates for shares so called shall not have been surrendered, the shares so called shall not be deemed outstanding, dividends thereon shall cease to accumulate after the redemption date and all rights of the holders of the shares so called for redemption shall forthwith, after the redemption date, terminate, excepting only the right to receive the redemption price therefor but without interest.

"4. *Liquidation.* Upon any liquidation, dissolution or winding up of the corporation, the holders of shares of the 1973

Series shall be entitled to receive the liquidation value per share, which is hereby fixed at $50 a share, plus dividends accumulated and unpaid thereon at such time plus, if such liquidation, dissolution or winding up shall be voluntary and shall occur before April 30, 2008, a premium equivalent to the premium that would be payable at that time upon optional redemption of such shares.

"5. *Voting.* Except as expressly provided by law or by the certificate of incorporation, the shares of the 1973 Series shall have no right or power to vote on any question or in any proceeding or to be represented at or to receive notice of any meeting of shareholders.

"At any time when the special voting right for directors of the corporation provided in Article THIRD of the certificate of incorporation shall have vested in the holders of the preferred shares then outstanding, and if such right shall not already have been initially exercised, a proper officer of the corporation shall call a special meeting of the holders of the preferred shares for the purpose of electing such directors. Such meeting shall be held at the earliest practicable date upon the notice required for annual meetings of shareholders. Notwithstanding the provisions of this paragraph, no such special meeting need be called if such meeting would be held within sixty days immediately preceding the date fixed for the next annual meeting of shareholders.

"At any meeting held for the purpose of electing directors at which the holders of the preferred shares shall have the special right, voting separately as a class, to elect directors, the presence, in person or by proxy, of the holders of 33⅓% of the preferred shares at the time outstanding shall be required and be sufficient to constitute a quorum of such class for the election of any director by the holders of the preferred shares as a class. At any such meeting or adjournment thereof, (a) the absence of a quorum of the preferred shares shall not prevent the election of the directors to be elected by the holders of shares other than the preferred shares and the absence of a quorum of shares other than the preferred shares shall not prevent the election of the directors to be elected by the holders of the preferred shares, and (b) in the absence of such quorum, either of the preferred shares or of shares other than the preferred shares, or both, a majority of the holders, present in person or by proxy, of the class or classes of stock which lack a quorum shall have power to adjourn the meeting for the election of directors which they are entitled to elect, from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

"During any period in which the holders of the preferred shares have the right to vote for directors as provided in Article THIRD of the certificate of incorporation, any vacancies in the Board of Directors shall be filled only by vote of a majority (even if that be only a single director) of the remaining directors theretofore elected by the holders of the class of stock which elected the director whose office shall have become vacant. During such period the directors elected by the holders of the preferred shares shall, subject to the next sentence, continue in office until their next succeeding annual meeting or until their successors are elected by such holders and qualify. If and to the extent permitted by applicable law, immediately upon any termination of the aforesaid right of the holders of the preferred shares to vote for directors, the term of office of the directors then in office so elected by such holders shall terminate.

"PART D—*$3.74 Preferred Shares.*

"1. *Number of Shares; Designation.* 10,000,000 preferred shares of the corporation are hereby constituted as a series of preferred shares designated as $3.74 Preferred Shares (herein called "the Second 1973 Series").

"2. *Dividends.* $3.74 per annum, and no more, is hereby fixed as the rate per annum at which the holders of shares of the Second 1973 Series shall be entitled to receive dividends, payable quarterly commencing February 1, 1974 on the first days of February, May, August and November each year, and such dividends shall be cumulative with respect to each share from December 11, 1973 or, in the case of any shares issued on or after February 1, 1974, from February 1, 1974.

"3. *Redemption and Sinking Fund.* (a) Shares of the Second 1973 Series may be redeemed at the option of the corporation, as a whole or from time to time in part, at any time upon notice as herein provided and at a price equal to the sum of

$50 a share plus dividends accrued and unpaid to the date fixed for redemption, plus, if the redemption date shall be on or before January 31, 2009, a premium determined as follows: If redeemed during the 12 months' periods ending January 31:

1975	$3.74	1993	$1.82
1976	3.63	1994	1.71
1977	3.53	1995	1.60
1978	3.42	1996	1.50
1979	3.31	1997	1.39
1980	3.21	1998	1.28
1981	3.10	1999	1.18
1982	2.99	2000	1.07
1983	2.89	2001	.96
1984	2.78	2002	.85
1985	2.67	2003	.75
1986	2.56	2004	.64
1987	2.46	2005	.53
1988	2.35	2006	.43
1989	2.24	2007	.32
1990	2.14	2008	.21
1991	2.03	2009	.11
1992	1.92		

the total sum so payable being herein referred to as the 'redemption price.'

"(b) If at any time the corporation shall have failed to pay dividends in full on shares of the Second 1973 Series, thereafter, and until dividends in full, including all dividends accumulated and unpaid thereon to the next preceding dividend payment date, shall have been declared and set apart for payment or paid, the corporation shall not redeem less than all of the preferred shares at such time outstanding, and neither the corporation nor any subsidiary shall purchase any preferred shares except in accordance with a purchase offer made in writing to all holders of the preferred shares, provided that nothing shall prevent the corporation from completing the purchase or redemption of shares for which a purchase contract was entered into, or the notice of redemption of which was mailed, prior to such failure to pay dividends.

"(e) Shares of the Second 1973 Series shall also be subject to redemption through the operation of a sinking fund (herein called the 'Sinking Fund') at the redemption price (the 'Sinking Fund Redemption Price') of $50 per share plus dividends accrued and unpaid thereon to the redemption date, whether or not earned or declared. For the purposes of the Sinking Fund, out of any net assets of the corporation legally available therefor remaining after full cumulative dividends upon all series of preferred shares then outstanding to the end of the current dividend period therefor shall have been paid or declared and set apart for payment, the corporation shall set aside in cash annually on February 1 in each year commencing with February 1, 1985, so long as there shall be outstanding any shares of the Second 1973 Series, an amount sufficient to redeem, at the Sinking Fund Redemption Price, 3% of the greatest number of shares of the Second 1973 Series at any time outstanding (or any lesser number which shall then be outstanding), less the number of shares, if any, which the corporation shall credit against such obligation in accordance with the provisions of paragraph 3(d). Shares of the Second 1973 Series redeemed pursuant to the Sinking Fund shall be cancelled. The Sinking Fund shall be cumulative so that if on any such February 1 the net assets of the corporation legally available therefor shall be insufficient to permit any such amount to be set aside in full, or if for any other reason such amount shall not have been set aside in full, the amount of the deficiency shall be set aside, but without interest, before any dividend shall be paid or declared, or any distribution made, on any junior shares or any junior shares shall be purchased, redeemed, or otherwise acquired by the corporation, or any moneys shall be paid to or set aside or made available for a sinking fund for the purchase or redemption of any junior shares. Notwithstanding the foregoing, the corporation may at any time (1) pay dividends in junior shares or (2) purchase, redeem or otherwise acquire junior shares in exchange for, or out of the net cash proceeds from the concurrent sale of, other junior shares. As used herein, the term 'junior shares' shall mean common shares or any other shares ranking junior to the preferred shares either as to dividends or upon liquidation, dissolution or winding up.

"(d) The corporation may, at its option, on any February 1 credit against the number of shares which on such February 1 the corporation is obligated to redeem pursuant to the Sinking Fund established as provided above a number of shares not exceeding the total of (1) the number of shares of the Second 1973 Series which have been redeemed at the option of the corporation pursuant to the provisions of paragraph 3(a) and theretofore cancelled and (2) the number of shares of the Second 1973 Series purchased by the corporation and theretofore cancelled, less the total number of shares of the Second 1973 Series previously credited in accordance with the provisions of this paragraph 3(d). If the corporation shall elect to credit shares so redeemed or purchased and cancelled against the number of shares it is obligated to redeem on any February 1 pursuant to the Sinking Fund established as provided above, it shall on or before the next preceding January 1 cause to be filed at the office or agency of the corporation in the Borough of Manhattan in The City of New York where shares of the Second 1973 Series may be presented for transfer, a certificate signed by the President or a Vice President of the corporation and by its Treasurer or an Assistant Treasurer setting forth the number of shares of the Second 1973 Series which it elects to credit in accordance with the provisions of this paragraph 3(d).

"(e) Moneys in the Sinking Fund shall be applied on each February 1 to the redemption of shares of the Second 1973 Series. The corporation shall, prior to each such Sinking Fund redemption, give notice of redemption of such number of shares of the Second 1973 Series as may be required to satisfy the Sinking Fund.

"(f) In addition, the corporation shall have the right, at its option, to redeem, at the Sinking Fund Redemption Price on February 1, 1985 and on any February 1 thereafter an additional number of shares of the Second 1973 Series up to, but not exceeding, the number of shares which on such February 1 the corporation is obligated to redeem pursuant to the Sinking Fund established as provided above. This right shall not be cumulative and shall be lost to the extent not exercised on any such February 1. No such redemption of an additional number of shares of the Second 1973 Series on any February 1 shall reduce the number of shares which on any subsequent February 1 the corporation is obligated to redeem pursuant to the Sinking Fund established as provided above.

"(g) Prior to February 1, 1984, no optional redemption of shares of the Second 1973 Series may be made as a part of, or in anticipation of, any refunding operation involving the application, directly or indirectly, of moneys borrowed by or for the account of the corporation at an interest cost (calculated in accordance with generally accepted financial practice) of less than 7.48% per annum or of moneys derived through the issuance by the corporation of any preferred shares (or of any other shares ranking prior to or on a parity with the preferred shares as to dividends or upon liquidation, dissolution or winding up) having a dividend cost (so calculated) of less than 7.48% of the offering price of such shares.

"(h) Notice of every such redemption shall be mailed to the holders of record of the shares of the Second 1973 Series so to be redeemed, at their respective addresses as the same shall appear on the records of the corporation. Such notice shall be mailed at least 30 days in advance of the date fixed for such redemption. In order to facilitate the redemption of any shares of the Second 1973 Series that may be selected for redemption as provided in this paragraph 3, the transfer records of the corporation may be closed as to such shares at any time prior to the redemption date. In case of the redemption of less than all shares of the Second 1973 Series at the time outstanding, the shares so to be redeemed shall be selected by lot or in such other manner as the Board of Directors may determine. The Board of Directors shall have full power and authority, subject to the limitations and provisions herein contained, to prescribe the terms and conditions upon which the shares of the Second 1973 Series shall be redeemed.

"(i) If the giving of notice of redemption shall have been completed as above provided, then, unless the corporation shall default in the payment of the redemption price of the shares so called for redemption, from and after the redemption date, notwithstanding that any certificates for shares so called shall not have been surrendered, the shares so called shall not be deemed outstanding, dividends thereon shall cease to accumulate after the redemption date and all rights of the holders of the shares so called for redemption shall forthwith, after the redemption date, terminate, excepting only the right to receive the redemption price therefor but without interest.

"4. *Liquidation.* Upon any liquidation, dissolution or winding up of the corporation, the holders of shares of the Second 1973 Series shall be entitled to receive the liquidation value per share, which is hereby fixed at $50 a share, plus dividends accumulated and unpaid thereon at such time plus, if such liquidation, dissolution or winding up shall be voluntary and shall occur before January 31, 2009, a premium equivalent to the premium that would be payable at that time upon optional redemption of such shares.

"5. *Voting.* Except as expressly provided by law or by the certificate of incorporation, the shares of the Second 1973 Series shall have no right or power to vote on any question or in any proceeding or to be represented at or to receive notice of any meeting of shareholders.

"At any time when the special voting right for directors of the corporation provided in Article THIRD of the certificate of incorporation shall have vested in the holders of the preferred shares then outstanding, and if such right shall not already have been initially exercised, a proper officer of the corporation shall call a special meeting of the holders of the preferred shares for the purpose of electing such directors. Such meeting shall be held at the earliest practicable date upon the notice required for annual meetings of shareholders. Notwithstanding the provisions of this paragraph, no such special meeting need be called if such meeting would be held within sixty days immediately preceding the date fixed for the next annual meeting of shareholders.

"At any meeting held for the purpose of electing directors at which the holders of the preferred shares shall have the special right, voting separately as a class, to elect directors, the presence, in person or by proxy, of the holders of 33⅓% of the preferred shares at the time outstanding shall be required and be sufficient to constitute a quorum of such class for the election of any director by the holders of the preferred shares as a class. At any such meeting or adjournment thereof, (a) the absence of a quorum of the preferred shares shall not prevent the election of the directors to be elected by the holders of shares other than the preferred shares and the absence of a quorum of shares other than the preferred shares shall not prevent the election of the directors to be elected by the holders of the preferred shares, and (b) in the absence of such quorum, either of the preferred shares or of shares other than the preferred shares, or both, a majority of the holders, present in person or by proxy, of the class or classes of stock which lack a quorum shall have power to adjourn the meeting for the election of directors which they are entitled to elect, from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

"During any period in which the holders of the preferred shares have the right to vote for directors as provided in Article THIRD of the certificate of incorporation, any vacancies in the Board of Directors shall be filled only by vote of a majority (even if that be only a single director) of the remaining directors theretofore elected by the holders of the class of stock which elected the director whose office shall have become vacant. During such period the directors elected by the holders of the preferred shares shall, subject to the next sentence, continue in office until their next succeeding annual meeting or until their successors are elected by such holders and qualify. If and to the extent permitted by applicable law, immediately upon any termination of the aforesaid right of the holders of the preferred shares to vote for directors, the term of office of the directors then in office so elected by such holders shall terminate."

4. The manner in which this restatement of the Certificate of Incorporation was authorized was by a resolution of the Board of Directors of the corporation.

IN WITNESS WHEREOF, we have signed and verified this Restated Certificate of Incorporation of American Telephone and Telegraph Company this 16th day of May, 1974.

W L Mol[illegible]

Vice-President

J A Hutsin Jr

Secretary

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

F. A. HUTSON, JR., being duly sworn, deposes and says that he is the Secretary of American Telephone and Telegraph Company, that he signed the foregoing Certificate as Secretary of such corporation, that he knows the contents thereof, and that the statements therein contained are true.

F A Hutson Jr

Secretary

Subscribed and sworn to before me this 15 day of May, 1974.

Rita M. Althouse

RITA M. ALTHOUSE
Notary Public, State of New York
No. 31-[illegible]
Qualified in New York County
Commission Expires March 30, [illegible]

A569060 - 3

DATED: APRIL 18, 1979.

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF AMERICAN TELEPHONE AND TELEGRAPH COMPANY UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

(Original)

371155

DE GRAFF, FOY,
CONWAY, HOLT-HARRIS & Mealey
ATTORNEYS AND COUNSELLORS AT LAW
90 STATE STREET
ALBANY, N. Y.

3/3/85
N/C0
P
65-61

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED APR 18 1979
AMT OF CHECK $ 30
FILING FEE $ 30
TAX $
COPY $
CERT $
REFUND $
BY: [illegible]

NY

State of New York
Department of State } ss.:

3291

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on JAN 18 1980

Basil A. Paterson

Secretary of State

G020-504 (12/78)

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF AMERICAN TELEPHONE AND TELEGRAPH COMPANY UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

A36100

We, the undersigned, being a Vice President and an Assistant Secretary, respectively, of American Telephone and Telegraph Company, do hereby certify as follows:

1. The name of the corporation is "American Telephone and Telegraph Company."

2. The Certificate of Incorporation of the corporation was filed in the office of the Secretary of the State of New York on March 3, 1885.

3. The Certificate of Incorporation of the corporation is amended to eliminate a provision fixing the maximum and minimum number of directors and to provide instead that the number of directors shall be as provided for in the By-Laws.

4. To effect the foregoing, Article FOURTH of the Certificate of Incorporation of the corporation is amended to read as follows:

"FOURTH. The number of directors shall be as provided for in the By-Laws."

5. The manner in which the foregoing amendment of said Certificate of Incorporation was authorized was by vote of the holders of a majority of all outstanding shares of the corporation entitled to vote thereon at a meeting of shareholders.

IN WITNESS WHEREOF, we have signed and verified this Certificate of Amendment of the Certificate of Incorporation of American Telephone and Telegraph Company this 15th day of April, 1979.

FILED
APR 24 11 48 AM '80
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. R. Billingsley
Vice President

M. J. Eisen
Assistant Secretary

State of New York)
: ss.:
County of New York)

H. J. Eisen, being duly sworn, deposes and says that he is an Assistant Secretary of American Telephone and Telegraph Company, that he signed the foregoing Certificate as Assistant Secretary of such corporation, that he knows the contents thereof, and that the statements therein contained are true.

H J Eisen

H. J. Eisen
Assistant Secretary

Subscribed and sworn to before me this 18th day of April, 1979.

Charlotte [illegible]

CHARLOTTE [illegible]
Notary Public, State of New York
[illegible]
Qualified in [illegible]
Certificate filed in [illegible]
Commission Expires [illegible]

2

A228271

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF AMERICAN TELEPHONE AND TELEGRAPH COMPANY UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

6F-61

3/3/1885

STATE OF NEW YORK
DEPARTMENT OF STATE
TAX $
FILING FEE $ 30
FILED APR 23 1975
Secretary of State

31

DeGraff, Foy, Conway & Holt-Harris, Esqs.
90 State Street
Albany, New York 12207

State of New York }
Department of State } ss.:

3295

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on JAN 18 1980

Basil A. Paterson

Secretary of State

G020-504 (12/78)

A228871

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF AMERICAN TELEPHONE AND TELEGRAPH COMPANY UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

We, the undersigned, being an Executive Vice President and the Secretary, respectively, of American Telephone and Telegraph Company, do hereby certify as follows:

1. The name of the corporation is "American Telephone and Telegraph Company."

2. The Certificate of Incorporation of the corporation was filed in the office of the Secretary of the State of New York on March 3, 1885. A Restated Certificate of Incorporation of the corporation was filed in the Department of State, State of New York, on May 21, 1974.

3. The Certificate of Incorporation of the corporation is amended to eliminate any preemptive right of holders of common shares to purchase any shares or other securities of the corporation.

4. To effect the foregoing, a new Article NINTH is added to said Certificate of Incorporation, reading as follows:

"NINTH. No holder of common shares shall have, as such holder, any preemptive right to purchase any shares or other securities of the corporation."

APR 24 11 48 AM '80
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. The manner in which the foregoing amendment of said Certificate of Incorporation was authorized was by vote of the holders of a majority of all outstanding shares of the corporation entitled to vote thereon at a meeting of shareholders and in addition by vote of the holders of a majority of all outstanding common shares of the corporation voting as a class at said meeting of shareholders and in addition by vote of the holders of a majority of all outstanding $4.00 Convertible Preferred Shares of the corporation voting as a class at said meeting of shareholders.

IN WITNESS WHEREOF, we have signed and verified this Certificate of Amendment of the Certificate of Incorporation of American Telephone and Telegraph Company this 18th day of April, 1975.

[signature]
Executive Vice President

[signature]
Secretary

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

F. A. Hutson, Jr., being duly sworn, deposes and says that he is the Secretary of American Telephone and Telegraph Company, that he signed the foregoing Certificate as Secretary of such corporation, that he knows the contents thereof, and that the statements therein contained are true.

F. A. Hutson, Jr.
Secretary

Subscribed and sworn to before me this 18th day of April, 1975.

Rita M. Althouse
Notary Public

RITA M. ALTHOUSE
Notary Public, State of New York
No. 31-[illegible]
Qualified in New York County
Commission Expires March 30, 1976

STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

Albany, N. Y., April 21, 1975

CASE 26816 - Petition of American Telephone and Telegraph Company for approval of a Certificate of Amendment of its Certificate of Incorporation to eliminate the preemptive rights of holders of common shares to purchase certain securities of the corporation.

* * * *

The Public Service Commission hereby consents to and approves this CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF AMERICAN TELEPHONE AND TELEGRAPH COMPANY UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW, executed April 18, 1975 in accordance with the order of the Public Service Commission dated March 4, 1975.

By the Commission,

Samuel R. [illegible]

Secretary

4

DUE DATE ON OR AFTER JANUARY 1 AND ON OR BEFORE JULY 1 OF EACH YEAR

CORPORATION ANNUAL REPORT

FLORIDA DEPARTMENT OF STATE
George Firestone
Secretary of State
DIVISION OF CORPORATIONS

1981

THIS REPORT MUST BE ACCOMPANIED BY A $10 FEE

FILED
JUN 15 10 54 AM '81
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

◄ READ NOTICE AND INSTRUCTIONS ON OTHER SIDE BEFORE MAKING ENTRIES ►

PLEASE STAPLE CHECK TO ANNUAL REPORT

1. Name and Address of Corporation Principal Office

645822
AMERICAN TELEPHONE AND TELEGRAPH COMPANY
195 BROADWAY
NEW YORK, N.Y. 10007

If above address is incorrect in any way, enter the correct address in Item 2. Include Zip Code.

2. Enter Change of Address of Corporation Principal Office. P.O. Box Number Alone is NOT Sufficient

Street Address

P.O. Box No.

City

State Zip Code

3. Date Incorporated or Qualified To Do Business In Florida: 4/24/1980

4. Federal Employer Identification Number (FEIN): 13-4924710

5. Date of Last Report: 0803

6. Names and Street Addresses of Each Officer and Director

Names of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	City and State
ELLINGHAUS, WILLIAM M	P/D	195 BROADWAY	NEW YORK, N.Y.
SHARWELL, WILLIAM G.	V/D	195 BROADWAY	NEW YORK, N.Y.
HUTSON, FRANKA., JR.	S/D	195 BROADWAY	NEW YORK, N.Y.
AUW, ALVIN VON	V	195 BROADWAY	NEW YORK, N.Y.
DWYER, VIRGINIA A.	V/T	195 BROADWAY	NEW YORK, N.Y.
FLINT, ROBERT N.	V	195 BROADWAY	NEW YORK, N.Y.
(SEE ATTACHED LISTS)			

7. Registered Agent Information

Name
C T CORPORATION SYSTEM

Street Address (Do NOT Use P.O. Box Number)
100 BISCAYNE BLVD.

City, State and Zip Code
MIAMI, FL 33132

To change the Registered Agent and/or Registered Office a separate statement signed by the new Registered Agent and executed by the President or Vice President of the corporation must be filed with a fee of $3.

8. IMPORTANT — THIS SECTION MUST BE COMPLETED
Has this corporation amended its articles to reflect an increase in the authorized number of shares since the last annual report?
YES ☐ NO ☒

9. IMPORTANT — THIS SECTION MUST BE COMPLETED IF 8 WAS YES
Has said amendment been filed with this office?
YES ☐ NO ☐

MS 6-19-81

10. ... I Am An Officer of the Corporation, or a Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S.
I further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effects As If Made Under Oath.

Typed Name of Signing Officer: J. H. Peters

Title: Assistant Secretary

Telephone Number: (201) 234-6332

Signature: J. H. Peters

Date: May 29, 1981

645822 06-09-81 2 3 603 10.00

NOTE: THE FILING FEE FOR THE 1980 ANNUAL REPORT IS $10

AMERICAN TELEPHONE AND TELEGRAPH COMPANY
List of Elected Corporation Officers as of December 31, 1980

OFFICERS	HOME ADDRESS	BUSINESS ADDRESS
CHAIRMAN OF THE BOARD		
Charles L. Brown	Princeton, NJ	195 Broadway New York, NY 10007
PRESIDENT		
William M. Ellinghaus	Bronxville, NY	195 Broadway New York, NY 10007
VICE PRESIDENT AND GENERAL COUNSEL		
Howard J. Trienens	New York, NY	195 Broadway New York, NY 10007
VICE CHAIRMAN OF THE BOARD AND CHIEF FINANCIAL OFFICER		
William S. Cashel, Jr.	New York, NY	195 Broadway New York, NY 10007
VICE CHAIRMAN OF THE BOARD		
James E. Olson	Short Hills, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
EXECUTIVE VICE PRESIDENTS		
Thomas E. Bolger	Short Hills, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
Richard R. Hough	Morristown, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
Charles E. Hugel	Morristown, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
Morris Tanenbaum	Short Hills, NJ	195 Broadway New York, NY 10007
Kenneth J. Whalen	Westfield, NJ	295 North Maple Avenue Basking Ridge, NJ 07920

OFFICERS	HOME ADDRESS	BUSINESS ADDRESS
VICE PRESIDENTS		
Robert E. Allen	Short Hills, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
Jack A. Baird	Short Hills, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
James R. Billingsley	Rye, NY	195 Broadway New York, NY 10007
Edward M. Block	New York, NY	195 Broadway New York, NY 10007
H. Weston Clarke, Jr.	Short Hills, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
John L. Clendenin	Mendham, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
Virginia A. Dwyer	New York, NY	195 Broadway New York, NY 10007
Robert N. Flint	Irvington-on-Hudson NY	195 Broadway New York, NY 07920
John G. Fox	Chevy Chase, MD	1120 20th Street, N.W. Washington, DC 20036
Walter B. Kelley	Franklin Lakes, NJ	195 Broadway New York, NY 10007
Robert W. Kleinert	Franklin Lakes, NJ	Routes 202 & 206 Bedminster, NJ 07920
Archie J. McGill	Bernardsville, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
Alfred C. Partoll	Maplewood, NJ	195 Broadway New York, NY 10007
Rex R. Reed	Madison, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
Bruce G. Schwartz	Warren, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
John L. Segall	East Norwalk, CT	195 Broadway New York, NY 10007
William G. Sharwell	Bronxville, NY	295 North Maple Avenue Basking Ridge, NJ 07920

OFFICERS	HOME ADDRESS	BUSINESS ADDRESS
Paul M. Villiere	Basking Ridge, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
Alvin von Auw	Stamford, CT	195 Broadway New York, NY 10007
SECRETARY		
Frank A. Hutson, Jr.	Essex Fells, NJ	195 Broadway New York, NY 10007
ASSISTANT SECRETARY		
James H. Peters	Convent Station, NJ	Routes 202 & 206 Bedminster, NJ 07921
TREASURER		
Virginia A. Dwyer	New York, NY	195 Broadway New York, NY 10007
ASSISTANT TREASURER		
Alan H. Stahl	Millington, NJ	Routes 202 & 206 Bedminster, NJ 07921
COMPTROLLER		
Robert N. Flint	Irvington-on-Hudson, NY	195 Broadway New York, NY 10007

AMERICAN TELEPHONE AND TELEGRAPH COMPANY
List of Elected Corporation Directors as of December 31, 1980

DIRECTORS	HOME ADDRESS	BUSINESS ADDRESS
Charles L. Brown	Princeton, NJ	195 Broadway New York, ny 10007
Edward W. Carter	Los Angeles, CA	550 South Flower Street Los Angeles, CA 90071
William S. Cashel, Jr.	New York, NY	195 Broadway New York, NY 10007
Catherine B. Cleary	Milwaukee, WI	735 North Water Street Milwaukee, WI 53202
Archie K. Davis	Winston-Salem, NC	612 South Main Street P.O. Box 10689 Winston-Salem, NC 27108
John D. deButts	Upperville, VA	195 Broadway New York, NY 10007
William M. Ellinghaus	Bronxville, NY	195 Broadway New York, NY 10007
James H. Evans	Pottersville, NJ	Union Pacific Corp. 345 Park Avenue New York, NY 10022
Peter E. Haas	San Francisco, CA	Levi Strauss & Co. Two Embarcadero Center San Francisco, CA 94106
Edward B. Hanify	Belmont, MA	225 Franklin Street Boston, MA 02110
William A. Hewitt	Rock Island, IL	John Deere Road Moline, IL 61265
Jerome H. Holland	Bronxville, NY	270 Park Avenue New York, NY 10017
Belton K. Johnson	San Antonio, TX	300 Main Plaza Building 114 West Commerce San Antonio, TX 78205
Juanita M. Kreps	Durham, NC	115 East Duke Building Durham, N.C. 27708

DIRECTORS	HOME ADDRESS	BUSINESS ADDRESS
Donald S. MacNaughton	Nashville, TN	Hospital Corporation of America One Park Plaza Nashville, TN 37205
James E. Olson	Short Hills, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
Donald S. Perkins	Winnetka, IL	Jewel Companies, Inc. One First National Plaza Chicago, IL 60603
Rawleigh Warner, Jr.	New Canaan, CT	Mobil Corporation 150 East 42nd Street New York, NY 10017

845822

STATEMENT OF CHANGE OF REGISTERED OFFICE

To the Secretary of State of the State of Florida.

Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the undersigned corporation, organized under the laws of the State of New York, submits the following statement for the purpose of changing its registered office in the State of Florida.

FIRST: The name of the corporation is American Telephone and Telegraph Company

SECOND: The address of its present registered office is c/o C T Corporation System, 100 Biscayne Boulevard, Miami, Florida 33132.

THIRD: The address to which its registered office is to be changed is c/o C T Corporation System, 8751 West Broward Boulevard, Plantation, Florida 33324.

FOURTH: The name of its present registered agent is C T CORPORATION SYSTEM.

FIFTH: The name of its successor registered agent is No change

FILED
1982 NOV 10 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

SEVENTH: Such change was authorized by resolution duly adopted by its board of directors.

Dated October 12, 1982.

005 8772 11/05/82

3.00 3

American Telephone and Telegraph Company
(exact corporate name)

SIGNATURE BY: [signature] Jr.
(XXXXXXXXXXX Vice President)

DATE October 12, 1982

Filing fee: $3.00

C T CORPORATION SYSTEM

SIGNATURE BY: [signature] ASST. SECY.
(Registered Agent)

DATE 10-27-82

[initials] 11/15

DUE DATE ON OR AFTER JANUARY 1 AND ON OR BEFORE JULY 1 OF EACH YEAR

CORPORATION ANNUAL REPORT 1982

George Firestone
Secretary of State

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

DO NOT WRITE IN THIS SPACE

FILED
DEC 13 3 52 PM '82

Read Notice and Instructions on Other Side Before Making Entries
Filing Fee of $10 Required —Make Checks Payable To: *Secretary of State*

1. Name and Address of Corporation Principal Office:

845822
AMERICAN TELEPHONE AND TELEGRAPH COMPANY
195 BROADWAY
NEW YORK, N.Y. 10007

If above address is incorrect in any way, enter the correct address in Item 2. Include Zip Code.

2. Enter Change of Address of Corporation Principal Office. P.O. Box Number Alone is NOT Sufficient.

Street Address: Route 202-206
P.O. Box No.: Room 3C143
City: Bedminster,
State: New Jersey
Zip Code: 07921

3. Date Incorporated or Qualified To Do Business In Florida: 04/24/1980
4. Federal Employer Identification Number (FEIN): 13-4924710
5. Date of Last Report: 06/19/1981

6. Names and Street Addresses of Each Officer and Director

Names of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	City and State
ELLINGHAUS, WILLIAM M	P/D	195 BROADWAY	NEW YORK, N.Y.
SHARWELL, WILLIAM G.	V/D	195 BROADWAY	NEW YORK, N.Y.
HUTSON, FRANKA., JR.	S/D	195 BROADWAY	NEW YORK, N.Y.
AUW, ALVIN VON	V	195 BROADWAY	NEW YORK, N.Y.
DWYER, VIRGINIA A.	V/T	195 BROADWAY	NEW YORK, N.Y.
FLINT, ROBERT N.	V	195 BROADWAY	NEW YORK, N.Y.
(SEE ATTACHED LISTS)			

006 4451 1/20/83

Registered Agent Information

7. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
100 BISCAYNE BLVD.
MIAMI, FL 33132

8. Name and Address of New Registered Agent

Name
Street Address (Do NOT Use P.O. Box Number)
City, State and Zip Code

9. Pursuant to the provisions of Section 607.034 and 607.037, Florida Statutes, the undersigned corporation, qualified under the laws of the State of Florida, 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 resolution duly adopted by its board of directors on: ______

SIGNATURE ______ DATE ______
(Registered Agent Accepting Appointment)

$3.00 additional fee required for Registered Agent changes.

10. *IMPORTANT — THIS SECTION MUST BE COMPLETED*
Has this corporation amended its articles to reflect an increase in the authorized number of shares since the last annual report?
YES ☐ NO ☒

11. *IMPORTANT — THIS SECTION MUST BE COMPLETED IF ITEM 10 IS YES*
Has said amendment been filed with this office?
YES ☐ NO ☒

12. *See signature restrictions under instructions on reverse side of this form.*

I Certify That I Am An Officer of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S.
I further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effect As If Made Under Oath.

Signature: J. H. Peters (MK 1/24)

Date: May 28, 1982

Typed Name of Signing Officer: J. H. Peters

Title: Assistant S...

Telephone Number

COR 671 (11/81)

FILED
JAN 13 1 PM '82
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

AMERICAN TELEPHONE AND TELEGRAPH COMPANY
List of Elected Corporation Directors as of December 31, 1981

DIRECTORS	HOME ADDRESS	BUSINESS ADDRESS
Charles L. Brown	Princeton, NJ	195 Broadway New York, NY 10007
Edward W. Carter	Los Angeles, CA	550 South Flower Street Los Angeles, CA 90071
William S. Cashel, Jr.	New York, NY	195 Broadway New York, NY 10007
Catherine B. Cleary	Milwaukee, WI	735 North Water Street Milwaukee, WI 53202
William M. Ellinghaus	Bronxville, NY	195 Broadway New York, NY 10007
James H. Evans	Pottersville, NJ	Union Pacific Corp. 345 Park Avenue New York, NY 10154
Peter E. Haas	San Francisco, CA	Levi Strauss & Co. 1155 Battery Street San Francisco, CA 94106
Edward B. Hanify	Belmont, MA	Ropes & Gray 225 Franklin Street Boston, MA 02110
William A. Hewitt	Rock Island, IL	John Deere Road Moline, IL 61265
Jerome H. Holland	Bronxville, NY	270 Park Avenue New York, NY 10017
Belton K. Johnson	San Antonio, TX	300 Main Plaza Building 114 West Commerce San Antonio, TX 78205
Juanita M. Kreps	Durham, NC	115 East Duke Building Durham, N.C. 27708
James E. Olson	Short Hills, NJ	295 North Maple Avenue Basking Ridge, NJ 07920

DIRECTORS	HOME ADDRESS	BUSINESS ADDRESS
Donald S. Perkins	Winnetka, IL	Jewel Companies, Inc. One First National Plaza Chicago, IL 60603
Henry B. Schacht	Columbus, IN	Cummins Engine Company, Inc. Box Number 3005 Columbus, IN 47201
Thomas H. Wyman	New York, NY	CBS Inc. 51 West 52nd Street New York, NY 10019
Rawleigh Warner, Jr.	New Canaan, CT	Mobil Corporation 150 East 42nd Street New York, NY 10017

FILED
52 PM '82
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

AMERICAN TELEPHONE AND TELEGRAPH COMPANY
List of Elected Corporation Officers as of December 31, 1981

OFFICERS	HOME ADDRESS	BUSINESS ADDRESS
CHAIRMAN OF THE BOARD		
Charles L. Brown	Princeton, NJ	195 Broadway New York, NY 10007
PRESIDENT		
William M. Ellinghaus	Bronxville, NY	195 Broadway New York, NY 10007
VICE PRESIDENT AND GENERAL COUNSEL		
Howard J. Trienens	New York, NY	195 Broadway New York, NY 10007
VICE CHAIRMAN OF THE BOARD AND CHIEF FINANCIAL OFFICER		
William S. Cashel, Jr.	New York, NY	195 Broadway New York, NY 10007
VICE CHAIRMAN OF THE BOARD		
James E. Olson	Short Hills, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
EXECUTIVE VICE PRESIDENTS		
Thomas E. Bolger	Short Hills, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
Richard R. Hough	Morristown, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
Charles E. Hugel	Morristown, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
Morris Tanenbaum	Short Hills, NJ	195 Broadway New York, NY 10007
Kenneth J. Whalen	Summit, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
Randall L. Tobias	Bernardsville, NJ	295 North Maple Avenue Basking Ridge, NJ 07920

OFFICERS	HOME ADDRESS	BUSINESS ADDRESS
VICE PRESIDENTS		
Jack A. Baird	Short Hills, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
James R. Billingsley	Rye, NY	195 Broadway New York, NY 10007
Edward M. Block	New York, NY	195 Broadway New York, NY 10007
H. Weston Clarke, Jr.	Short Hills, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
Virginia A. Dwyer	New York, NY	195 Broadway New York, NY 10007
Robert N. Flint	Irvington-on-Hudson, NY	195 Broadway New York, NY 10007
John G. Fox	Chevy Chase, MD	1120 20th Street, N.W. Washington, DC 20036
Walter B. Kelley	Franklin Lakes, NJ	195 Broadway New York, NY 10007
Robert W. Kleinert	Franklin Lakes, NJ	Routes 202 & 206 Bedminster, NJ 07921
Archie J. McGill	Bernardsville, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
Charles Marshall	Morristown, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
Alfred C. Partoll	Maplewood, NJ	195 Broadway New York, NY 10007
Rex R. Reed	Madison, NJ	1776 On-The-Green Morristown, NJ 07960
Bruce G. Schwartz	Warren, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
John L. Segall	East Norwalk, CT	195 Broadway New York, NY 10007
William G. Sharwell	Bronxville, NY	295 North Maple Avenue Basking Ridge, NJ 07920

OFFICERS	HOME ADDRESS	BUSINESS ADDRESS
Paul M. Villiere	Basking Ridge, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
Alvin von Auw	Stamford, CT	195 Broadway New York, NY 10007
Sam R. Willcoxon	Mendham, NJ	295 North Maple Avenue Basking Ridge, NJ 07920
SECRETARY		
Frank A. Hutson, Jr.	Essex Fells, NJ	195 Broadway New York, NY 10007
ASSISTANT SECRETARY		
James H. Peters	Convent Station, NJ	Routes 202 & 206 Bedminster, NJ 07921
TREASURER		
Virginia A. Dwyer	New York, NY	195 Broadway New York, NY 10007
ASSISTANT TREASURERS		
Alan H. Stahl	Millington, NJ	Routes 202 & 206 Bedminster, NJ 07921
Donald J. Loyd	Madison, NJ	340 Mt. Kemble Avenue Morristown, NJ 07960
COMPTROLLER		
Robert N. Flint	Irvingtc -on-Hudson, NY	195 Broadway New York, NY 10007

845822

C T CORPORATION SYSTEM

Associated with The Corporation Trust Company
1633 BROADWAY NEW YORK N.Y. 10019 • (212) 664-1666
TELEX

January 3, 1983

~~DOS 0653 1/07/83~~

DOS 0653 1/07/83

DOS 0653 1/07/83

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Gentlemen:

Foreign Amend.

RE: AMERICAN TELEPHONE AND TELEGRAPH COMPANY AB 31401-0

Increase

Pursuant to the instructions of counsel, we enclose the following for filing on behalf of the above corporation, which is authorized to do business in your state:

Application for Increase of Authorized Shares.

Please forward the usual evidence of filing to this office. Check in payment of the required fees is enclosed.

Very truly yours,

C T CORPORATION SYSTEM

Lisa DeBarber

Lisa DeBarber
Service Division

LDeB:jm

C. TAX	1901.44
FILING	
R. AGENT FEE	
C. COPY	
TOTAL	1901.44
N. BANK	
BALANCE DUE	
REFUND	

FILED
FEB 2 3 56 PM '83
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

COUNSEL: Robert Coe, Tax Atty.
American Telephone and Telegraph Company
Room C3-164
Bedminster, New Jersey 07921

Date 1-10-83
Availability
Document TU/gjk
DW2
MHK FEB 0 1 1983
Acknowledgment DP

SPECIAL INSTRUCTIONS

Additional Fee of $1,901.44 is enclosed along with copy of your correspondence.

C T CORPORATION SYSTEM

Associated with The Corporation Trust Company
1633 BROADWAY, NEW YORK, N.Y. 10019 • (212) 664-1666
TELEX: 96-0050

October 11, 1982

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

005 4973 10/19/82
005 4973 10/19/82

Gentlemen:

RE: **AMERICAN TELEPHONE AND TELEGRAPH COMPANY AB 31401-0**

Pursuant to the instructions of counsel, we enclose the following for filing on behalf of the above corporation, which is authorized to do business in your state:

Evidence of Amendment.

Please forward the usual evidence of filing to this office. Check in payment of the required fees is enclosed.

Very truly yours,

C T CORPORATION SYSTEM

Lisa DeBarber

Lisa DeBarber
Service Division

LD:wr
Enc.

FILED
FEB 2 3 56 PM '83
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

COUNSEL: Robert Coe, Tax Atty.
American Telephone and Telegraph Company
Room C3-164
Bedminster, NJ 07921

Due. 1961.44

SPECIAL INSTRUCTIONS

2, 45, 14 (1901.44) 20, 58

Name Availability	10-19-82
Document Examiner	TLL
Updater	
Updater Verifyer	
Acknowledgement	
Verifyer	

C. TAX	
FILING	25
R. AGENT FEE	
C. COPY	
TOTAL	25
BANK	
BALANCE DUE	
REFUND	

APPLICATION BY FOREIGN CORPORATION FOR INCREASE OR DECREASE OF ITS REPRESENTED AUTHORIZED SHARES IN FLORIDA.

(1) AMERICAN TELEPHONE AND TELEGRAPH COMPANY
(NAME OF CORPORATION)

(2) 1,200,000,000 common shares having a par value of $16 2/3 per share, 100,000,000 preferred shares having a par value of $1.00 per share.
(TOTAL AUTHORIZED SHARES (ITEMIZED BY CLASSES), PAR VALUE OF SHARES, AND SHARES WITHOUT PAR VALUE)

(3) "VALUE" MAY BE DEFINED IN ANY TERMS CONSISTENT WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES.

A. ESTIMATED VALUE OF ALL PROPERTY OWNED BY THE CORPORATION FOR THE COMING YEAR, WHEREVER LOCATED	$ 53,632,255,832
B. ESTIMATED GROSS AMOUNT OF BUSINESS TO BE TRANSACTED BY THE CORPORATION DURING THE COMING YEAR	$ 10,682,936,392
C. ESTIMATED VALUE OF ALL PROPERTY IN FLORIDA OWNED BY THE CORPORATION FOR THE COMING YEAR	$ 196,041,951
D. ESTIMATED GROSS AMOUNT OF BUSINESS TO BE TRANSACTED IN FLORIDA BY THE CORPORATION DURING THE COMING YEAR	$ No Receipts From Intrastate Business
E. TOTAL OF "A" AND "B"	$ 64,315,192,224
F. TOTAL OF "C" AND "D"	$ 196,041,951
G. DIVIDE "F" BY "E"	.003048
H. MULTIPLY "G" BY TOTAL AUTHORIZED SHARES AND THEIR PAR VALUE (IF NO PAR VALUE SHARES, MULTIPLY ONLY BY THE NUMBER OF SHARES)	61,270,[illegible]

FILED FEB 3 '83 SECRETARY OF STATE TALLAHASSEE, FLORIDA

THE FLORIDA ALLOCATION FOR PURPOSES OF DETERMINING THE TAX ON AUTHORIZED CAPITAL STOCK WILL BE BASED ON THE NUMBER OF SHARES AND THEIR PAR VALUE; IF NO PAR VALUE SHARES, IT WILL BE BASED ON THE NUMBER OF SHARES.

R. W. Kleinert
~~XXXXXXXXXX~~ VICE PRESIDENT
g.r.f.

J. H. Fetzer
~~XXXXXXXXX~~ ASSISTANT SECRETARY

STATE OF New Jersey
COUNTY OF Somerset

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 28th

DAY OF September, 19 82, BY R. W. Kleinert
(NAME OF OFFICER)

Vice President OF AMERICAN TELEPHONE AND TELEGRAPH COMPANY
(TITLE OF OFFICER) (NAME OF CORPORATION)

A New York CORPORATION, ON BEHALF OF THE CORPORATION.
(STATE OR COUNTRY)

My commission expires April 13, 1987

[signature]
NOTARY PUBLIC

(SEAL)

(Fla. - 7[illegible] 1/11/78)

State of New York
Department of State } ss.:

40839

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

FILED
FEB 2 3 56 PM '83
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Witness my hand and seal of the Department of State on AUG 1 2 1982

Basil A. Paterson

Secretary of State

G020-504 (12/76)

CERTIFICATE OF AMENDMENT OF THE RESTATED
CERTIFICATE OF INCORPORATION OF AMERICAN TELEPHONE
AND TELEGRAPH COMPANY
UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

A871239

We, the undersigned, being a Vice President and the Secretary, respectively, of American Telephone and Telegraph Company, do hereby certify as follows:

1. The name of the corporation is "American Telephone and Telegraph Company."

2. The Certificate of Incorporation of the corporation was filed in the office of the Secretary of State of New York on March 3, 1885. A Restated Certificate of Incorporation of the corporation was filed in the Department of State, State of New York, on May 21, 1974.

3. Said Certificate of Incorporation is amended to increase the authorized number of common shares of capital stock of the corporation from 900,000,000 to 1,200,000,000 shares.

4. To effect the foregoing, the first paragraph of Article THIRD of said Certificate of Incorporation is amended to read as follows:

> "THIRD. The aggregate number of shares which the corporation is authorized to issue is 1,300,000,000 shares, consisting of 1,200,000,000 common shares having a par value of $16 2/3 per share and 100,000,000 preferred shares having a par value of $1 per share.

5. The manner in which the foregoing amendment of said Certificate of Incorporation was authorized was by vote of the holders of a majority of all outstanding shares of the corporation entitled to vote thereon at a meeting of shareholders.

IN WITNESS WHEREOF, we have signed and verified this Certificate of Amendment of said Certificate of Incorporation of American Telephone and Telegraph Company this 27th day of April, 1982.

Virginia A. Dwyer
Vice President

F. A. Davis
Secretary

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

THOMAS O. DAVIS, being duly sworn, deposes and says that he is the Secretary of American Telephone and Telegraph Company, that he signed the foregoing Certificate as Secretary of such corporation, that he knows the contents thereof, and that the statements therein contained are true.

Thomas O. Davis

Thomas O. Davis
Secretary

Subscribed and sworn to before me this 27th day of April, 19[illegible]2.

Marilyn Duncan

Notary Public

MARILYN DUNCAN
Notary Public, State of New York
No. [illegible]
Qualified in [illegible]
Commission Expires March 30, 19[illegible]

-3

Certificate of Amendment of the Restated Certificate of Incorporation of American Telephone and Telegraph Company A871239

Under Section 805 of the Business Corporation Law

023016

Filer: Undersigned
c/o DeGraff, Foy, Conway & Holt-Harris
90 State Street
Albany NY 12207

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED MAY 2 [illegible]
AMT. OF CHECK $ [illegible]
FILING FEE $ 60
TAX $ 2,500,000
COUNTY FEE $
COPY $
CERT $
REFUND $
SPEC HANDLE $
BY [illegible]

DUE DATE ON OR AFTER JANUARY 1 AND ON OR BEFORE JULY 1 OF EACH YEAR

DO NOT WRITE IN THIS SPACE

CORPORATION ANNUAL REPORT 1983

George Firestone
Secretary of State

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

FILED
JUN 22 11 50 AM '83
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

005 1697 6/14/83

Read Notice and Instructions on Other Side Before Filling Blanks
Filing Fee of $10 Required —Make Checks Payable To: *Secretary of State*

1. Name and Address of Corporation Principal Office

845822
AMERICAN TELEPHONE AND TELEGRAPH CO.
Route 202-206 - Room 3C143
Bedminster, New Jersey 07921

If above address is incorrect in any way, enter the correct address in Item 2. Include Zip Code

2. Enter Change of Address of Corporation Principal Office, P.O. Box Number Alone is NOT Sufficient.

Street Address
P.O. Box No
City
State | Zip Code

3. Date Incorporated or Qualified To Do Business in Florida: April 24, 1980

4. Federal Employer Identification Number (FEIN): 13-4924710

5. Date of Last Report: May 28, 1982

6. Names and Street Addresses of Each Officer and Director

Names of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	City and State
P/D ELLINGHAUS, WILLIAM M		195 BROADWAY	NEW YORK, N.Y.
V SHARWELL, WILLIAM G.		295 N. MAPLE AVE.	NEW YORK, N.Y.
S/D HUTSON, FRANKA., JR.		195 BROADWAY	NEW YORK, N.Y.
V AUW, ALVIN VON		195 BROADWAY	NEW YORK, N.Y.
V T DWYER, VIRGINIA A.		195 BROADWAY	NEW YORK, N.Y.
V FLINT, ROBERT N.		195 BROADWAY	NEW YORK, N.Y.
REG. AGENT C T CORPORATION SYSTEM 8751 W. BROWARD BLVD. PLANTATION, FL. 33324			

Registered Agent Information

7. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
8751 W. Broward Blvd.
Plantation, Florida 33324

8. Name and Address of New Registered Agent

Name
Street Address (Do NOT Use P.O. Box Number)
City, State and Zip Code

MRM JUN 22 1983

9. Pursuant to the provisions of Section 607.034 and 607.077, Florida Statutes, the undersigned corporation, qualified under the laws of the State of Florida, ... for the purpose of changing its registered office or registered agent, or both, in the state of Florida.

Such change was authorized by resolution duly adopted by its board of directors on ____

SIGNATURE ____ DATE ____
(Registered Agent Accepting Appointment)

$3.00 additional fee required for Registered Agent changes.

10. ... THIS SECTION MUST BE COMPLETED

Has this corporation amended its articles to reflect an increase in the authorized number of shares since the last annual report?

YES X NO

11. IMPORTANT — THIS SECTION MUST BE COMPLETED IF ITEM 10 IS YES

Has said amendment been filed with this office?

YES X NO

See signature restrictions under instructions on reverse side of this form.

I ... Am An Officer of the Corporation or the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S. ... Certify That I Understand My Signature On This Report Shall Have the Same Legal Effect As If Made Under Oath.

Signature: [signature]

Date: 6/1/83

J. H. Peters | Assistant Secretary | 201-234-6332

DUE DATE ON OR AFTER JANUARY 1 DELINQUENT AFTER JULY 1 OF EACH YEAR

CORPORATION ANNUAL REPORT 1984

FLORIDA DEPARTMENT OF STATE
George Firestone
Secretary of State
DIVISION OF CORPORATIONS

FILED
1984

◄ **Read Notice and Instructions on Other Side Before Making Entries** ►
Filing Fee of $10 Required — Make Checks Payable To: *Secretary of State*

1. Name and Address of Corporation Principal Office

845822
AMERICAN TELEPHONE AND TELEGRAPH COMPANY
ROUTE 202-206
ROM 3C143
BEDMINSTER, NJ 07921

If above address is incorrect in any way, enter the correct address in Item 2. Include Zip Code

2. Enter Change of Address of Corporation Principal Office. P.O. Box Number Alone is NOT Sufficient.

Street Address: 340 Mt. Kemble Ave.
P.O. Box No.: Room N-150
City: Morristown
State: New Jersey Zip Code: 07960

3. Date Incorporated or Qualified To Do Business in Florida: 04/24/1980

4. Federal Employer Identification Number (FEIN): 13-4924710

5. Date of Last Report: 06/22/1983

6. Names and Street Addresses of Each Officer and Director, as of December 31, 1983

	Names of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	City and State
1	ELLINGHAUS, WILLIAM M	P/D	195 BROADWAY	NEW YORK, N.Y.
2	SHARWELL, WILLIAM G.	V	295 N. MAPLE AVE.	NEW YORK, N.Y.
3	HUTSON, FRANKA., JR.	S/D	195 BROADWAY	NEW YORK, N.Y.
4	AUW, ALVIN VON	V	195 BROADWAY	NEW YORK, N.Y.
5	DWYER, VIRGINIA A.	V/T	195 BROADWAY	NEW YORK, N.Y.
6	FLINT, ROBERT N.	V	195 BROADWAY	NEW YORK, N.Y.

Registered Agent Information

7. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
8751 W. BROWARD BLVD.
PLANTATION, FL. 33324

8. Name and Address of New Registered Agent

Name

Street Address (Do NOT Use P.O. Box Number)

City, State and Zip Code

9. Pursuant to the provisions of Section 607.034 and 607.037, Florida Statutes, the undersigned corporation, qualified under the laws of the State of Florida, 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 resolution duly adopted by its board of directors on

SIGNATURE ______ DATE ______
(Registered Agent Accepting Appointment)

$3.00 additional fee required for Registered Agent changes.

10. *IMPORTANT — THIS SECTION MUST BE COMPLETED*
Has this corporation amended its articles to reflect an increase in the authorized number of shares since the last annual report?
YES ☐ NO ☒

11. *IMPORTANT — THIS SECTION MUST BE COMPLETED IF ITEM 10 IS YES*
Has said amendment been filed with this office?
YES ☐ NO ☐

12. *See signature restrictions under instructions on reverse side of this form*
I Certify That I Am An Officer of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S.
I further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effects As If Made Under Oath

Signature: A J Batson
Date

Typed Name of Signing Officer: A. J. Batson
Title: Assistant Secretary
Telephone Number

13. Should you desire a certificate of status check the box below and include an additional $5.00 with your payment.

CERTIFICATE OF STATUS DESIRED ☐
$5 Additional fee required for certificates

COR 621 (1-84)

C T CORPORATION SYSTEM

Associated with The Corporation Trust Company
1633 BROADWAY NEW YORK, NY 10019 (212) 664-1666
TELEX: 96 6000

845822

December 6, 1984

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

006 7963 12/10/84
006 7963 12/10/84

Att: Delia Pittman

amend to stock

Dear Ms. Pittman:

RE: AMERICAN TELEPHONE AND TELEGRAPH COMPANY AB 78299-2

Enclosed is a copy of your letter of November 19, 1984, together with the corrected application and our check for $25.00.

I trust that the enclosures are now acceptable for filing, and we look forward to receiving evidence from you shortly.

FILED
1984 DEC 12 PM 3 48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very truly yours,

C T CORPORATION SYSTEM

Richard P. Borovoy
Service Representative

RPB/mg
Enc.

COUNSEL: Robert Coe, Tax Atty.
AT & T Communications, Inc.
Bldg. C-18, Rm. N-151
340 Mt. Kemble Avenue
Morristown, N.J. 07960

C. TAX	
FILING	25
R.A.	
C.C.	
TOTAL	25
R. CARD	
BALANCE DUE	
REFUND	

Name Availability 12-11-84
Document Examiner
Updater
Updater Verifier
W

APPLICATION BY FOREIGN CORPORATION FOR INCREASE OR DECREASE OF ITS REPRESENTED AUTHORIZED SHARES IN FLORIDA.

(1) AMERICAN TELEPHONE AND TELEGRAPH COMPANY FILED
(NAME OF CORPORATION) 1983 DEC 12 PM 3:48

(2) Com. 1,200,000,000 Pref. 100,000,000
(TOTAL AUTHORIZED SHARES (ITEMIZED BY CLASSES), PAR VALUE OF SHARES, AND SHARES WITHOUT PAR VALUE)

(3) "VALUE" MAY BE DEFINED IN ANY TERMS CONSISTENT WITH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES.

A.	ESTIMATED VALUE OF ALL PROPERTY OWNED BY THE CORPORATION FOR THE COMING YEAR, WHEREVER LOCATED	$ 14,033,270,202
B.	ESTIMATED GROSS AMOUNT OF BUSINESS TO BE TRANSACTED BY THE CORPORATION DURING THE COMING YEAR	$ 6,773,832,312
C.	ESTIMATED VALUE OF ALL PROPERTY IN FLORIDA OWNED BY THE CORPORATION FOR THE COMING YEAR	$ 344,605,559
D.	ESTIMATED GROSS AMOUNT OF BUSINESS TO BE TRANSACTED IN FLORIDA BY THE CORPORATION DURING THE COMING YEAR	$ 0 NO INTRASTATE BUSINESS.
E.	TOTAL OF "A" AND "B"	$ 20,807,102,514
F.	TOTAL OF "C" AND "D"	$ 344,605,559
G.	DIVIDE "F" BY "E"	1.66%
H.	MULTIPLY "G" BY TOTAL AUTHORIZED SHARES AND THEIR PAR VALUE (IF NO PAR VALUE SHARES, MULTIPLY ONLY BY THE NUMBER OF SHARES)	21,580,000

THE FLORIDA ALLOCATION FOR PURPOSES OF DETERMINING THE TAX ON AUTHORIZED CAPITAL STOCK WILL BE BASED ON THE NUMBER OF SHARES AND THEIR PAR VALUE; IF NO PAR VALUE SHARES, IT WILL BE BASED ON THE NUMBER OF SHARES.

T. O. Davis
~~PRESIDENT OR~~ VICE PRESIDENT

Batson
~~SECRETARY OR~~ ASSISTANT SECRETARY

STATE OF New Jersey
COUNTY OF Morris

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 1st

FLORIDA DEPARTMENT OF STATE
George Firestone
Secretary of State

D. W. McKinnon, Director
Division of Corporations
904/488-9636

Mrs. Nettie Sims, Chief
Bureau of Corporate Records
904/488-9383

November 19, 1984

Richard P. Borovoy
C T Corporation System
1633 Broadway
New York, NY 10019

SUBJECT: AMERICAN TELEPHONE AND TELEGRAPH COMPANY
Reference: 845822

Dear Mr. Borovoy:

We have received your document for AMERICAN TELEPHONE AND ~~TELEGRAPH COMPANY~~, and check(s) totaling $25.00. However, the document has not been filed and is being returned to you for the following:

Part 2 of the application should read 1,200,000,000 and 100,000,000 shares at $1.00. Letter E should be corrected to read $14,361,201,918; letter F should be $353,838,804; letter G should be .0246; and letter H should be ~~$31,980,000.00.~~
.91)

If you have further questions concerning the filing of your document, please call (904) 488-9840.

Sincerely,

Delia Pittman

Delia Pittman
Document Examiner
Foreign Section

DP:dp

State of New York } ss.
Department of State

38589

FILED

1984 DEC 12 PM 3:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby certify that I have compared the annexed copy with the original document filed [illegible] Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on **JUN 25 1984**.

Secretary of State

380507-004(12/82)

The Following

Page(s)

is (are) A

DOCUMENT NOT SUITABLE FOR MICROFILM

FLORIDA SECRETARY OF STATE, DIVISION OF CORPORATIONS

TALLAHASSEE

CERTIFICATE OF AMENDMENT OF THE RESTATED
CERTIFICATE OF INCORPORATION OF AMERICAN TELEPHONE
AND TELEGRAPH COMPANY
UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

We, the undersigned, being a Vice President and the Secretary, respectively, of American Telephone and Telegraph Company, do hereby certify as follows:

1982772

1. The name of the corporation is "American Telephone and Telegraph Company."

2. The Certificate of Incorporation of the corporation was filed in the office of the Secretary of State of New York on March 3, 1885. A Restated Certificate of Incorporation of the corporation was filed in the Department of State, State of New York, on May 21, 1974.

3. Said Certificate of Incorporation is amended to change the par value of common shares of capital stock of the corporation from $16 2/3 per share to $1 per share.

4. To effect the foregoing, the first paragraph of Article THIRD of said Certificate of Incorporation is amended to read as follows:

> "THIRD. The aggregate number of shares which the corporation is authorized to issue is 1,300,000,000 shares, consisting of 1,200,000,000 common shares having a par value of $1 per share and 100,000,000 preferred shares having a par value of $1 per share.

5. The manner in which the foregoing amendment of said Certificate of Incorporation was authorized was by vote of the holders of a majority of all outstanding shares of the corporation entitled to vote thereon at a meeting of shareholders.

IN WITNESS WHEREOF, we have signed and verified this Certificate of Amendment of said Certificate of Incorporation of American Telephone and Telegraph Company this 9th day of May, 1983.

Virginia G. Dwyer
Vice President

F.O. Davis
Secretary

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

THOMAS O. DAVIS, being duly sworn, deposes and says that he is the Secretary of American Telephone and Telegraph Company, that he signed the foregoing Certificate as Secretary of such corporation, that he knows the contents thereof, and that the statements therein contained are true.

Thomas O. Davis

Thomas O. Davis
Secretary

Subscribed and sworn to before me this 9th day of May, 1983.

Marilyn Duncan
Notary Public

MARILYN DUNCAN
Notary Public, State of New York
No. [illegible]
Qualified in [illegible] County
Certificate Filed in New York County
Commission Expires March 30, [illegible]

CERTIFICATE OF AMENDMENT OF RESTATED CERTIFICATE OF INCORPORATION OF AMERICAN TELEPHONE AND TELEGRAPH COMPANY

FILED BY: DeGRAFF, FOY, CONWAY, HOLT-HARRIS & MEALEY ESQS
92 STATE ST
ALBANY N.Y. 12207
(518) 462-5301
By: JAMES F. DOWNS

A982772

New York 7 NY

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 23 1983

AMT. OF CHECK $ 70
FILING FEE $ 65
TAX $
COUNTY FEE $
COPY $
CERT $
REFUND $
SPEC HANDLE $ 70
BY:

K

(6 orders
1 = Cash)

new

183131

CORPORATION

ANNUAL REPORT
1985

Secretary of State
Division of Corporations

FILED

1355

Read Notice and Instructions on Other Side Before Making Entries

Filing Fee of $20 Required — Make Checks Payable To: Secretary of State

APR 9 05 AM '85
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

845822 6
AMERICAN TELEPHONE AND TELEGRAPH COMPANY
340 MT KEMBLE AVE
ROOM N-150
MORRISTOWN, NJ 07960

Street Address

City

State | Zip Code

If above address is incorrect in any way, enter the correct address in item 2. Include Zip Code

Date Incorporated or Qualified to Do Business in Florida: 04/24/1980

Federal Employer Identification Number: 13-4924710

5. Date of Last Report: 07/11/1984

Names and Street Addresses of Each Officer and Director, as of December 31, 1984

Names of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	City and State
VACANT	P/D	195 BROADWAY	NEW YORK, N.Y.
BILLINGSLEY, J.R.	V	550 MADISON AVE.	NEW YORK, N.Y.
CHRISTENSEN, L.L.	S/D	550 MADISON AVE.	NEW YORK, N.Y.
KAVHER, R.M.	V	550 MADISON AVE.	NEW YORK, N.Y.
DWYER, VIRGINIA A.	V/T	550 MADISON AVE.	NEW YORK, N.Y.
LOWRIE, C.M.	V	% 340 Mt Kemble Ave	~~WASH. D.C.~~ Morristown N.J.
BATSON, A.J.	A.S.	340 mt. KEMBLE AVE.	MORRISTOWN N.J.

Registered Agent Information

Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
5750 W. BROWARD BLVD.
PLANTATION, FL. 33324

8. Name and Address of New Registered Agent

Name

Street Address (Do NOT Use P.O. Box Numbers)

City, State and Zip Code

2k 4/9

Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the above-named corporation, organized under the laws of the State of Florida, 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 resolution duly adopted by its board of directors on:

$20 Deposited at C.C.B. on 3/21/85

I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of, Section 607.325 F.S.

SIGNATURE

Registered Agent Accepting Appointment — **$3.00 additional fee required for Registered Agent changes.**

IMPORTANT — THIS SECTION MUST BE COMPLETED

Has this corporation amended its articles to reflect an increase in the authorized number of shares since the last annual report?

YES ☐ NO ☒

11 IMPORTANT — THIS SECTION MUST BE COMPLETED IF ITEM 10 IS YES

Has said amendment been filed with this office? Yes ☐ No ☐

If the answer is no, this report cannot be processed until this amendment has been filed.

See signature restrictions under instructions on reverse side of this form

I Certify That I Am An Officer of This Corporation, the Receiver or Trustee Empowered to Execute This Report As Required by Chapter 607 F.S. I Further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effect As If Made Under Oath. **(Officer signing must be listed in Block 6)**

A. J. Batson

A. J. Batson | Assistant Secretary | Date

CERTIFICATE OF STATUS DESIRED ☐

$5 additional fee required for a Certificate of Status

DUE DATE ON OR AFTER JANUARY 1 DELINQUENT AFTER JULY 1 OF EACH YEAR

CORPORATION

ANNUAL REPORT

1986

FLORIDA DEPARTMENT OF STATE

DIVISION OF CORPORATIONS

JUL 31

Read Notice and Instructions on Other Side Before Making Entries

Filing Fee of $20 Required — Make Checks Payable To: *Secretary of State*

1 Address of Corporation Principal Office

845822 6
AMERICAN TELEPHONE AND TELEGRAPH COMPANY
340 MT KEMBLE AVE
ROOM N-150
MORRISTOWN, NJ 07960

If above address is incorrect in any way, enter the correct address in item 2. Include Zip Code

2 Enter Change of Address of Corporation Principal Office. P.O. Box Number Alone is NOT Sufficient

Street Address 21

P.O. Box No. 22

City and State 23

Zip Code 24

3 Date Incorporated or Qualified To Do Business in Florida: 04/24/1980

4 Federal Employer Identification Number (FEIN): 13-4924710

5 Date of Last Report: 04/09/1985

6 Names and Street Addresses of Each Officer and Director, as of December 31, 1985

Names of Officers and Directors	2 Title	3 Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	4 City and State
BILLINGSLEY, J. R.	V	550 MADISON AVENUE	NEW YORK, N.Y.
CHRISTENSEN, L. L.	S/O	550 MADISON AVENUE	NEW YORK, N.Y.
KAVNER, R. M.	V	550 MADISON AVENUE	NEW YORK, N.Y.
DWYER, VIRGINIA A.	V/	550 MADISON AVENUE	NEW YORK, N.Y.
LOWRIE, G.M.	V	% 340 MT KEMBLE AVE	MORRISTOWN, NJ
BATSON, A. J. (ASSIST-S)	S	340 MT KEMBLE AVE	MORRISTOWN, NJ
Gustafson, C. J. (Assist-S)	A/S	340 Mt. Kemble Ave	Morristown, NJ

REGISTERED AGENT INFORMATION

7 Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
2751 W. BROWARD BLVD.
PLANTATION, FL. 33324

8 Name and Address of New Registered Agent

Name 81

Street Address (Do NOT Use P.O. Box Number) 82

City and State 83 FL.

Zip Code 84

9 Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the above-named corporation, qualified to transact business in the State of Florida, 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 resolution duly adopted by its board of directors on

I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of Section 607.325 F.S.

SIGNATURE ______ DATE ______

(Registered Agent Accepting Appointment)

$3 Additional Fee required for Registered Agent changes.

10 IMPORTANT — *THIS SECTION MUST BE COMPLETED*

Has this corporation amended its articles to reflect an increase in the authorized number of shares since the last annual report?

YES ☐ NO ☒

11 IMPORTANT — *THIS SECTION MUST BE COMPLETED IF ITEM 10 IS YES*

Has said amendment been filed with this office? Yes ☐ No ☐

If the answer is no, this report cannot be processed until the amendment has been filed.

See signature instructions under instructions on reverse side of this form

I Certify That I Am An Officer of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S.

I Further Certify That I Understand My Signature On This Report Shall Have The Same Legal Effects As If Made Under Oath. (Officer signing must be listed in Block 6)

Signature: C J Gustafson

Date: 6-27-86

Name of Signing Officer: C. J. Gustafson

Title: Assistant Secretary

Telephone Number: (201) 326-2000

CERTIFICATE OF STATUS DESIRED ☐

$5 Additional Fee required for a Certificate of Status

FILE NOW! ANNUAL REPORT DELINQUENT AFTER JULY 1, 1987

CORPORATION

ANNUAL REPORT

1987

FLORIDA DEPARTMENT OF STATE
George Firestone
Secretary of State
DIVISION OF CORPORATIONS

DO NOT WRITE IN THIS SPACE

AND
FILED
1987 JUL 17 AM 10:05
FLORIDA DEPT. OF STATE
CORPORATIONS DIVISION

◀ Read Notice and Instructions on Other Side Before Making Entries ▶
Filing Fee of $25 Required — Make Checks Payable To: *Secretary of State*

1. Name and Address of Corporation Principal Office

845822 6
AMERICAN TELEPHONE AND TELEGRAPH COMPANY
340 MT KEMBLE AVE
ROOM N-150
MORRISTOWN, NJ 07960

If above address is incorrect in any way, enter the correct address in item 2. Include Zip Code.

2. Enter Change of Address of Corporation Principal Office, P.O. Box Number Alone is NOT Sufficient

Street Address 21: Room G135 412 Mt. Kemble Avenue
P.O. Box No. 22:
City and State 23: Morristown, New Jersey
Zip Code 24: 07960

3. Date Incorporated or Qualified To Do Business in Florida: 04/24/1980
4. Federal Employer Identification Number (FEIN): 13-4924710
5. Date of Last Report: 07/31/1986

6. Names and Street Addresses of Each Officer and Director, as of December 31, 1986

Names of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	City and State
1 BILLINGSLEY, J. R.	V	550 MADISON AVENUE	NEW YORK, N.Y.
1a Kiol, R.J.	A/S	"	"
2 CHRISTENSEN, L. L.	S/D	550 MADISON AVENUE	NEW YORK, N.Y.
3 KAVNER, R. M.	V	550 MADISON AVENUE	NEW YORK, N.Y.
4 ~~XXXXXXXXXXXXXXXX~~	~~XXX~~	~~XXXXXXXXXXXXXXXX~~	~~XXXXXXXXXXXX~~
5 LOURIE, G. M.	V	X 340 MT KEMBLE AVE	MORRISTOWN, NJ
6 ~~XXXXXXXXXXXXXXXX~~	~~X~~	~~XXXXXXXXXXXXXXXX~~	~~XXXXXXXXXXXX~~
6a SEE ATTACHED			

REGISTERED AGENT INFORMATION

7. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
8751 W. BROWARD BLVD.
PLANTATION, FL. 33324

8. Name and Address of New Registered Agent
Name 81
Street Address 1 (Do NOT Use P.O. Box Number) 82
Street Address 2 (Do NOT Use P.O. Box Number) 83
City and State 84: FL.
Zip Code 85

9. Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the above-named corporation, qualified to transact business in the State of Florida, 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 resolution duly adopted by its board of directors on: ____________

I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of, Section 607.325 F.S.

SIGNATURE ____________________ DATE ____________
(Registered Agent Accepting Appointment)

$3 Additional Fee required for Registered Agent changes.

10. *IMPORTANT — THIS SECTION MUST BE COMPLETED*
Has this corporation amended its articles to reflect an increase in the authorized number of shares since the last annual report?
YES ☐ NO ☒

11. *IMPORTANT — THIS SECTION MUST BE COMPLETED IF ITEM 10 IS YES*
Has said amendment been filed with this office? Yes ☐ No ☐
If the answer is no, this report cannot be processed until this amendment has been filed.

12. *See signature restrictions under instructions on reverse side of this form*
I Certify That I Am An Officer of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S.
I Further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effects As If Made Under Oath. (Officer signing must be listed in Block 6).

Signature: [signature]
Date: June 30, 1987
Typed Name of Signing Officer: R.J. Kiol
Title: ASSISTANT SECRETARY
Telephone Number:

13. Should you desire a certificate of status check the box.
CERTIFICATE OF STATUS DESIRED ☐

$5 Additional Fee required for a Certificate of Status

CR2E036 (1/86)

AT&T DIRECTORS AND OFFICERS *
AS OF FEBRUARY 1, 1987

DIRECTORS

Robert E. Allen	- President and Chief Operating Officer, Chairman of AT&T Technologies, Inc. and Director
Howard H. Baker, Jr.	- Director
Catherine B. Cleary	- Director
James H. Evans	- Director
Peter E. Haas	- Director
Philip M. Hawley	- Director
Edward G. Jefferson	- Director
Belton K. Johnson	- Director
Juanita M. Kreps	- Director
Charles Marshall	- Vice Chairman and Director
Donald F. McHenry	- Director
James E. Olson	- Chairman and Chief Executive Officer and Director
Donald S. Perkins	- Director
Henry B. Schacht	- Director
Michael I. Sovern	- Director
Morris Tanenbaum	- Vice Chairman and Director
Randall L. Tobias	- Vice Chairman, Chairman and Chief Executive Officer of AT&T Communications Inc., AT&T Information Systems and Director
Rawleigh Warner, Jr.	- Director
Joseph D. Williams	- Director
Thomas H. Wyman	- Director

OFFICERS

Robert E. Allen	- President and Chief Operating Officer
James R. Billingsley	- Senior Vice President - Federal Regulation
Harold W. Burlingame	- Senior Vice President - Personnel
Lydell L. Christensen	- Corporate Vice President and Secretary
C. Perry Colwell	- Corporate Vice President and Controller
Robert M. Kavner	- Senior Vice President and Chief Financial Officer
Marilyn Laurie	- Senior Vice President - Public Relations and Employee Information
Gerald M. Lowrie	- Senior Vice President - Public Affairs
Charles Marshall	- Vice Chairman of the Board
James E. Olson	- Chairman and Chief Executive Officer
S. Lawrence Prendergast	- Corporate Vice President and Treasurer
John L. Segall	- Senior Vice President - Corporate Strategy and Development
Morris Tanenbaum	- Vice Chairman of the Board
Randall L. Tobias	- Vice Chairman of the Board
John D. Zeglis	- Senior Vice President and General Counsel

* Main Corporate Office located at: 550 Madison Avenue
New York, New York 10022

FILE NOW! ANNUAL REPORT DELINQUENT AFTER JULY 1ST.

DO NOT WRITE IN THIS SPACE

CORPORATION

ANNUAL REPORT

1988

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

Filing Fee of $25 Required — Make Checks Payable To: Secretary of State

1. Name and Address of Corporation Principal Office

845822

AMERICAN TELEPHONE AND TELEGRAPH COMPANY
412 MT. KEMBLE AVENUE
ROOM #G135
MORRISTOWN, NJ 07960

If above address is incorrect in any way, enter the correct address in item 2. Include Zip Code

2. Enter Change of Address of Corporation Principal Office. P.O. Box Number Alone is NOT Sufficient

412 Mt. Kemble Avenue
Street Address 21
Room G124
P.O Box No. 22
Morristown, New Jersey
City and State 23
07960
Zip Code 24

3. Date Incorporated or Qualified To Do Business in Florida: 04/24/1980

4. Federal Employer Identification Number (FEIN): 13-4924710

5. Date of Last Report: 07/17/1987

6. Names and Street Addresses of Each Officer and Director, as of December 31, 1987

Names of Officers and Directors	Title 2	3 Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	4 City and State 5
BILLINGSLEY, J. R.	V	550 MADISON AVENUE	NEW YORK, N.Y.
~~CHRISTENSEN, L. G.~~	~~S~~	~~550 MADISON AVENUE~~	~~NEW YORK, N.Y.~~
~~KAUMER, R. M.~~	~~V~~	~~550 MADISON AVENUE~~	~~NEW YORK, N.Y.~~
KROL, R. J.	A/S	550 MADISON AVENUE	NEW YORK, N.Y.
LOWRIE, G.M.	V	340 MT KEMBLE AVE	MORRISTOWN, NJ
ALLEN, ROBERT E.	P/C/D	550 MADISON AVENUE	NEW YORK, NY

SEE ATTACHED LISTING

REGISTERED AGENT INFORMATION

7. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
8751 W. BROWARD BLVD.
PLANTATION, FL. 33324

8. Name and Address of New Registered Agent

Name 81

Street Address 1 (Do NOT Use P.O Box Number) 82

Street Address 2 (Do NOT Use P.O Box Number) 83

City and State 84 FL

Zip Code 85

9. Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the above-named corporation, incorporated under the laws of the State of Florida, 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 resolution duly adopted by its board of directors on ______

I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of, Section 607.325 F.S.

SIGNATURE ______ DATE ______
(Registered Agent Accepting Appointment)

10. If foreign corporation, date first transacted business in Florida ______

See signature restrictions under instructions on reverse side of this form.

11. I, the undersigned Officer or Director of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S. Hereby Certify That I Understand My Signature On This Report Shall Have the Same Legal Effects As If Made Under Oath. Officer or Director signing must be listed in Block 6.

Signature

Date 6/20/88

Typed Name of Signing Officer or Director: P.W. Sullivan

Title: Assistant Secretary

Telephone Number: (201) 644-1559

CERTIFICATE OF STATUS DESIRED

$5 Additional Fee required for a

CR2E034 (1/88)

AMERICAN TELEPHONE AND TELEGRAPH COMPANY

LIST OF ELECTED CORPORATION OFFICERS

OFFICERS	ADDRESS
CHAIRMAN OF THE BOARD	
Robert E. Allen	550 Madison Avenue New York, NY 10022
PRESIDENT	
Vacant	
VICE-CHAIRMAN OF THE BOARD	
Charles Marshall	550 Madison Avenue New York, NY 10022
Morris Tanenbaum	550 Madison Avenue New York, NY 10022
Randall L. Tobias	295 N. Maple Avenue Basking Ridge, NJ 07920
SENIOR VICE-PRESIDENTS	
James R. Billingsley	550 Madison Avenue New York, NY 10022
Howard R. Burlingame	295 N. Maple Avenue Basking Ridge, NJ 07920
C. Perry Colwell	550 Madison Avenue New York, NY 10022
Gerald M. Lowrie	550 Madison Avenue New York, NY 10022
John L. Segall	One Oak Way Berkeley Heights, NJ 07922
John D. Zeglis	550 Madison Avenue New York, NY 10022
SECRETARY	
Robert E. Scannell	550 Madison Avenue New York, NY 10022
TREASURER	
S. Lawrence Prendergast	550 Madison Avenue New York, NY 10022

AMERICAN TELEPHONE AND TELEGRAPH COMPANY

LIST OF ELECTED CORPORATION OFFICERS

OFFICERS	ADDRESS
ASSISTANT SECRETARY	
P. T. Helmer	412 Mt. Kemble Avenue Morristown, NJ 07960
R. J. Krol	412 Mt. Kemble Avenue Morristown, NJ 07960
N. Rhinehart, Jr.	412 Mt. Kemble Avenue Morristown, NJ 07960
P. W. Sullivan	412 Mt. Kemble Avenue Morristown, NJ 07960
B. W. White	295 N. Maple Avenue Basking Ridge, NJ 07920

AMERICAN TELEPHONE AND TELEGRAPH COMPANY

LIST OF ELECTED CORPORATION DIRECTORS

Mr. Robert Allen
100 Southgate Parkway
Morristown, NJ 07960

Mr. James H. Evans
375 Park Avenue, Suite 2005
New York, NY 10152

Mr. Donald S. Perkins
Jewel Companies, Inc.
One First National Plaza
Chicago, Il. 60603

Mr. Peter Haas
Levi Strauss & Company
Levi's Plaza
1155 Battery Street
San Francisco, Ca. 94106

Mr. Philip M. Hawley
Carter Hawley Hale Stores, Inc.
550 South Flower Street
Los Angeles, Ca. 90071

Mr. Edward G. Jefferson
E.I. du Pont Nemours & Company
1007 Market Street
Wilmington, De. 19898

Mr. Belton K. Johnson
One Forum - 8000 IH-10 West
San Antonio, Tx. 97230

Mr. Charles Marshall
550 Madison Avenue
New York, NY 10022

Mr. Henry B. Schacht
Cummins Engine Company, Inc.
Box Number 3005
Columbus, In. 47201

Mr. Michael I. Sovern
Columbia University
202 New Library
New York, NY 10021

Mr. Morris Tanenbaum
550 Madison Avenue
New York, NY 10022

Mr. Randall L. Tobias
295 North Maple Avenue
Basking Ridge, NJ 07920

Mr. Rawleigh Warner, Jr.
Mobil Corporation
150 E. 42nd Street
New York, NY 10017

Mr. Joseph D. Williams
Warner-Lambert Company
201 Tabor Road
Morris Plains, NJ 07950

Mr. Thomas H. Wyman
CBS, Inc.
51 West 52nd Street
New York, NY 10019

Term expires as designated by Board of Directors

J. W. Shershen
District Manager
State and Local Taxes

Room G124
412 Mt. Kemble Avenue
Morristown, NJ 07960
201 644-1260

June 20, 1988

Secretary of State
Division of Corporations
Caller Service # 1500
Tallahassee, FL 32302-1500

Re: AT&T Communications of the Southern States, Inc.
FEIN: 22-2473172

Gentlemen:

Enclosed for filing is the 1988 Florida Form CR2E034, Florida Corporation Annual Report, of AT&T Communications of the Southern States, Inc., Morristown, New Jersey 07960-1995, together with a check in the amount of $25.00.

Sincerely,

JW Shershen

Enclosures

FILE NOW! ANNUAL REPORT DELINQUENT AFTER JULY 1ST

CORPORATION ANNUAL REPORT 1989

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

Do Not Write In This Space

APPROVED AND FILED
1989 JUL 18 PM 12:36
FLORIDA DEPT. OF STATE
CORPORATIONS DIVISION
TALLAHASSEE

Read Notice and Instructions on Other Side Before Making Entries

Filing Fee of $35 Required — Make Checks Payable To: Secretary of State

1. Name and Address of Corporation Principal Office

ZIP + 4

845822 5
AMERICAN TELEPHONE AND TELEGRAPH COMPANY
412 MT. KEMBLE AVENUE
ROOM G124
MORRISTOWN, NJ 07960

If above address is incorrect in any way, enter the correct address in item 2. Include Zip Code.

2. Enter Change of Address of Corporation Principal Office. P.O. Box Number Alone is NOT Sufficient

Street Address 21

P.O. Box No. 22

City and State 23

Zip Code 24

3. Date Incorporated or Qualified To Do Business in Florida: 04/24/1980

4. Federal Employer Identification Number (FEIN): 13-4924710

5. Date of Last Report: 07/22/1988

6. Names and Street Addresses of Each Officer and Director, as of December 31, 1988

Title 1	Names of Officers and Directors 2	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers) 3	City and State 4
~~V~~	~~BILLINGSLEY, J. R.~~	~~550 MADISON AVENUE~~	~~NEW YORK, N.Y.~~
~~S~~	~~SCANNELL, ROBERT E.~~	~~550 MADISON AVENUE~~	~~NEW YORK, NY.~~
~~T~~	~~PRENDERGAST, S. LAWRENCE~~	~~550 MADISON AVENUE~~	~~NEW YORK, NY.~~
~~A/S~~	~~KROI, R. J.~~	~~550 MADISON AVENUE~~	~~NEW YORK, N.Y.~~
~~V~~	~~LOWRIE, G.M.~~	~~340 MT KEMBLE AVE~~	~~MORRISTOWN, NJ~~
~~P/C/D~~	~~ALLEN, ROBERT E.~~	~~550 MADISON AVENUE~~	~~NEW YORK, NY.~~

SEE ATTACHED LISTING

REGISTERED AGENT INFORMATION

7. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
8751 W. BROWARD BLVD.
PLANTATION, FL. 33324

8. Name and Address of New Registered Agent

Name 81

Street Address 1 (Do NOT Use P.O. Box Number) 82

Street Address 2 (Do NOT Use P.O. Box Number) 83

City and State 84 FL

Zip Code 85

9. Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the above-named corporation, incorporated under the laws of the State of Florida, 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 resolution duly adopted by its board of directors on ______

I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of, Section 607.325 F.S.

SIGNATURE ______ DATE ______
(Registered Agent Accepting Appointment)

10. If a foreign corporation, date first transacted business in Florida ______

11. See signature restrictions under instructions on reverse side of this form.

I Certify That I Am An Officer or Director of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S.
I further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effects As If Made Under Oath.
(Officer or Director signing must be listed in Block 6.)

Signature: T. V. Pender

Date: 6/27/89

Typed Name of Signing Officer or Director: Thomas V. Pender

Title: Assistant Secretary

Telephone Number: (201) 644-1290

12. Should you desire a certificate of status check this box

CERTIFICATE OF STATUS DESIRED ☐

$5 Additional Fee Required for a Certificate of Status

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF JUNE 13, 1989

TITLE	NAME AND ADDRESS
OFFICERS	
Chairman of the Board	Robert E. Allen 295 North Maple Avenue Basking Ridge, NY 07920
Vice Chairman	Charles Marshall 295 North Maple Avenue Room 4445I3 Basking Ridge, NJ 07920
Vice Chairman	Morris Tanenbaum 550 Madison Avenue New York, NY 10022
Vice Chairman	Randall L. Tobias 295 North Maple Avenue Room 445J1 Basking Ridge, NJ 07920
Senior Vice-President	James R. Billingsley 295 North Maple Avenue Room 4342k2 Basking Ridge, NJ 07920
Senior Vice-President	Howard W. Burlingame 295 North Maple Avenue Basking Ridge, NJ 07920
Senior Vice-President	C. Perry Colwell, III 340 Mt. Kemble Avenue Morristown, NJ 07960
Senior Vice-President	Gerald M. Lowrie 1120 20th Street, N.W. Washington, DC 20036
Senior Vice-President	John L. Segall 295 North Maple Avenue Room 4342I1 Basking Ridge, NJ 07920

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF JUNE 13, 1989

TITLE	NAME AND ADDRESS
OFFICERS	
Senior Vice-President	John D. Zeglis 295 North Maple Avenue Room 4353I3 Basking Ridge, NJ 07920
Treasurer	S. Lawrence Prendergast 340 Mt. Kemble Avenue Room N-300 Morristown, NJ 07960
Secretary	Robert E. Scannell 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	James E. Barden 795 Folsom Street San Francisco, CA 94107
Assistant Secretary	R. Brenner 1776 On The Green Morristown, NJ 07960
Assistant Secretary	Thomas C. Cartwright 1200 Peachtree Street, N.E. Atlanta, GA 30309
Assistant Secretary	Gene V. Coker P.O. Box 7800 1200 Peachtree Street, N.E. Atlanta, GA 30357
Assistant Secretary	Martin J. Eisen
Assistant Secretary	N. Friends 3201 Jermantown Road Fairfax, VA 22030

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF JUNE 13, 1989

TITLE	NAME AND ADDRESS
OFFICERS	
Assistant Secretary	Edwin R. Haggerty 1 Oak Way Berkeley Heights, NJ 07922
Assistant Secretary	Donald P. Harrington 19 Blackberry Lane Morristown, NJ 07960
Assistant Secretary	Pamela T. Helmer 412 Mt. Kemble Avenue Room G-177 Morristown, NJ 07960
Assistant Secretary	Alfred E. Hirsch
Assistant Secretary	Richard J. Krol 412 Mt. Kemble Avenue Room C-355 Morristown, NJ 07960
Assistant Secretary	Robert A. Maynes
Assistant Secretary	W. Richard Morris 10825 Old Mill Road Omaha, NE 68154
Assistant Secretary	Thomas V. Pender 412 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Secretary	Naseby P. Rhinehart, Jr. 412 Mt. Kemble Avenue Morristown, NJ 07960

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF JUNE 13, 1989

TITLE	NAME AND ADDRESS
OFFICERS	
Assistant Secretary	Gary A. Swenson
Assistant Secretary	B. Ward White 295 North Maple Avenue Basking Ridge, NJ 07920
DIRECTORS	
Director	Robert E. Allen 295 North Maple Avenue Basking Ridge, NY 07920
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
Director	James H. Evans 375 Park Avenue Suite 2005 New York, NY 10152
Director	Peter E. Haas Levi Strauss & Company, Levi's Plaza 1155 Battery Street San Francisco, CA 94106
Director	Philip M. Hawley Carter Hawley Hale Stores, Inc. 550 South Flower Street Los Angeles, CA 90071

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF JUNE 13, 1989

TITLE	NAME AND ADDRESS
	DIRECTORS
Director	Edward G. Jefferson E.I. du Pont Nemours & Company 1007 Market Street Wilmington, DE 19898
Director	Belton K. Johnson One Forum - Suite 1400 8000 IH-10 West San Antonio, TX 98230
Director	Juanita M. Kreps 115 East Duke Building Durham, NC 27708
Director	Charles Marshall 295 North Maple Avenue Room 4445I3 Basking Ridge, NJ 07920
Director	Donald F. McHenry Georgetown University School of Foreign Service, ICC 301 Washington, DC 20015
Director	Donald S. Perkins Jewel Companies, Inc. One First National Plaza, Suite 2760 Chicago, IL 60603
Director	Henry B. Schacht Cummins Engine Company, Inc. Box Number 3005 Columbus, IN 47202-3005
Director	Michael I. Sovern Columbia University 202 Low Library New York, NY 10027
Director	Morris Tanenbaum 550 Madison Avenue New York, NY 10022

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF JUNE 13, 1989

TITLE	NAME AND ADDRESS
	DIRECTORS
Director	Franklin A. Thomas The Ford Foundation 320 East 43rd Street New York, NY 10021
Director	Randall L. Tobias 295 North Maple Avenue Room 445J1 Basking Ridge, NJ 07920
Director	Rawleigh Warner, Jr. Mobil Corporation 150 East 42nd Street New York, NY 10017
Director	Joseph D. Williams Warner-Lambert Company 201 Tabor Road Morris Plains, NJ 07950
Director	Thomas H. Wyman 645 Fifth Avenue 12th Floor New York, NY 10022

FILE NOW! THIS ANNUAL REPORT WILL BE DELINQUENT AFTER JULY 1ST

P56479012

CORPORATION

ANNUAL REPORT

1990

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

DO NOT WRITE IN THIS SPACE

1990 JUL -5 AM 6:45

FLORIDA DEPARTMENT OF STATE
CORPORATIONS DIVISION
TALLAHASSEE, FLORIDA

Read Notice and Instructions on Other Side Before Making Entries

Filing Fee of $35 Required — Make Checks Payable To: *Secretary of State*

1. Name and Address of Corporation Principal Office: 845822 6

ZIP + 4 PRESORT
AMERICAN TELEPHONE AND TELEGRAPH COMPANY
412 MT. KEMBLE AVENUE
ROOM G-116
MORRISTOWN, NJ 07960-6654

If above address is incorrect in any way, enter the correct address in item 2. Include Zip Code.

2. If Address in Block 1 is incorrect in any way, enter the correct address below. P.O. Box number alone is NOT sufficient. The NAME of the corporation can be changed only by filing an amendment.

Street Address 21

P.O. Box No. 22

City and State 23

Zip Code 24

3. Date Incorporated or Qualified To Do Business in Florida: 04/24/1980

4. FEI Number: 13-4924710

☐ FEI Number Applied For
☐ FEI Number Not Applicable

6. Names and Street Addresses of Each Officer and Director (Do not use any correction tape or fluid to cover over incorrect information.)

	Title 1	Names of Officers and Directors 2	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers) 3	City and State 4	5
1	A/S	PENDER, THOMAS V.	412 MT KEMBLE AVE.	BASKING RIDGE, N.J.	
2	C/O/B	ALLEN, ROBERT E.	295 N MAPLE AVE.	BASKING RIDGE, N.Y.	
3	~~V/C~~	~~MARSHALL, CHARLES~~	~~295 N MAPLE AVE #4445I3~~	~~BASKING RIDGE, N.J.~~	
4	V/C	TANENBAUM, MORRIS	550 MADISON AVE.	NEW YORK, N.Y.	
5	V/C	TOBIAS, RANDALL L.	295 N MAPLE AVE #445J1	BASKING RIDGE, N.J.	
6	~~S/V/P~~	~~BILLINGSLEY, JAMES R.~~	~~295 N MAPLE AVE #4840K2~~	~~BASKING RIDGE, N.J.~~	
			SEE ATTACHED LISTING		

REGISTERED AGENT INFORMATION

7. Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
8751 W. BROWARD BLVD.
PLANTATION, FL. 33324

8. Name and Address of New Registered Agent

Name 81

Street Address 1 (Do NOT Use P.O. Box Number) 82

Street Address 2 (Do NOT Use P.O. Box Number) 83

City and State 84 FL.

Zip Code 85

9. Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the above-named corporation, incorporated under the laws of the State of Florida, 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 resolution duly adopted by its board of directors on ____________

I hereby accept the appointment of registered agent. I am familiar with, and accept the obligations of, Section 607.325 F.S.

SIGNATURE ______________________ DATE ____________
(Registered Agent Accepting Appointment)

10. I 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 effects as if made under oath. I further certify 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, F.S.

Signature T. V. Pender

Date June 27, 1990

Typed Name of Signing Officer or Director	Title	Telephone Number
Thomas V. Pender	Assistant Secretary	(201) 644-1290

11. Should you desire a certificate of status check the box.

CERTIFICATE OF STATUS DESIRED ☐

$5 Additional Fee required for a Certificate of Status

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 16, 1990

TITLE	NAME AND ADDRESS
	OFFICERS
Vice Chairman	Morris Tanenbaum 295 North Maple Avenue Basking Ridge, NJ 07920
Vice Chairman	Randall L. Tobias 295 North Maple Avenue Room 445J1 Basking Ridge, NJ 07920
President	3 Ian M. Ross Crawfords Corner Road Holmdel, NJ 07733
Group Executive	4 William F. Blount 295 North Maple Avenue Basking Ridge, NJ 07920
Group Executive	Robert M. Kavner 1776 On the Green Morristown, NJ 07960
Group Executive	William B. Marx, Jr. 475 South Street Room 2S4 Morristown, NJ 07960
Group Executive	Victor A. Pelson 295 North Maple Avenue Room 4353L1 Basking Ridge, NJ 07920
Group Executive	Sam R. Willcoxon 295 North Maple Avenue Room 4342L1 Basking Ridge, NJ 07920
Senior Vice-President	Harold W. Burlingame 295 North Maple Avenue Basking Ridge, NJ 07920

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 16, 1990

TITLE	NAME AND ADDRESS
OFFICERS	
Senior Vice-President	C. Perry Colwell, III 295 North Maple Avenue Basking Ridge, NJ 07920
Senior Vice-President	James G. Kilpatric 295 North Maple Avenue Basking Ridge, NJ 07920
Senior Vice-President	Marilyn Laurie 295 North Maple Avenue Room 4342I3 Basking Ridge, NJ 07920
Senior Vice-President	Gerald M. Lowrie 1120 20th Street, N.W. Washington, DC 20036
Senior Vice-President	Alfred C. Partoll 295 North Maple Avenue Room 4349L1 Basking Ridge, NJ 07920
Senior Vice-President	John D. Zeglis 295 North Maple Avenue Room 4353I3 Basking Ridge, NJ 07920
Vice-President	Roger F. Davis 295 North Maple Avenue Basking Ridge, NJ 07920
Vice-President/Secretary	Robert E. Scannell 295 North Maple Avenue Basking Ridge, NJ 07920
Vice President and Treasurer	Steven L. Prendergast 1 Oak Way Room 4ED114 Berkeley Heights, NJ 07922

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 16, 1990

TITLE	NAME AND ADDRESS

OFFICERS

Assistant Treasurer	Roseanne Antonucci 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Treasurer	Robert L. Hammond, Jr. 1 Oak Way Berkeley Heights, NJ 07922
Assistant Treasurer	Donald M. Lynch 1 Oak Way Berkeley Heights, NJ 07922
Assistant Treasurer	Peter Rosoff 60 Columbia Turnpike Morristown, NJ 07960
Assistant Secretary	Alfred L. Ball 412 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Secretary	Thomas L. Barnes 1875 Lawrence Avenue Denver, CO 80202
Assistant Secretary	Simeon Barron 230 W. 36th Street New York, NY 10018
Assistant Secretary	Edward E. Blythe 1 South Wacker Drive Chicago, IL 60606
Assistant Secretary	H. Bretan 55 Corporate Drive Bridgewater, NJ 08807

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 16, 1990

TITLE	NAME AND ADDRESS
OFFICERS	
Assistant Secretary	R. A. Briney
Assistant Secretary	Richard A. Bromley 795 Folsom Street San Francisco, CA 94107
Assistant Secretary	Thomas C. Cartwright 1200 Peachtree Street, N.E. Atlanta, GA 30309
Assistant Secretary	Gene V. Coker P.O. Box 7800 1200 Peachtree Street, N.E. Atlanta, GA 30357
Assistant Secretary	Robert Colombo 22 Cortlandt Street 20th Floor New York, NY 10007
Assistant Secretary	Charles J. DiGangi 1 Oak Way Berkeley Heights, NJ 07922
Assistant Secretary	Wayne G. Eggert 412 Mt. Kemble Avenue Room G-134 Morristown, NJ 07960
Assistant Secretary	Martin J. Eisen 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	George Finkelstein 1 Speedwell Avenue Morristown, NJ 07960

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 16, 1990

TITLE	NAME AND ADDRESS
	OFFICERS
Assistant Secretary	John R. Fuscaldo 22 Cortland Street New York, NY 10007
Assistant Secretary	Donald P. Harrington 19 Blackberry Lane Morristown, NJ 07960
Assistant Secretary	Pamela T. Helmer 412 Mt. Kemble Avenue Room G-177 Morristown, NJ 07960
Assistant Secretary	Alfred E. Hirsch, Jr. 600 Mountain Avenue Murray Hill, NJ 07974
Assistant Secretary	John J. Hopkins 1 Speedwell Avenue, East Morristown, NJ 07960
Assistant Secretary	Gloria N. Howard 600 Mountain Avenue Murray Hill, NJ 07974
Assistant Secretary	Joseph V. Ippolito 222 Mt. Airy Road Basking Ridge, NJ 07920
Assistant Secretary	John J. Kissane 55 Corporate Drive Bridgewater, NJ 08807
Assistant Secretary	Richard J. Krol 412 Mt. Kemble Avenue Room C-355 Morristown, NJ 07960

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 16, 1990

TITLE	NAME AND ADDRESS
OFFICERS	
Assistant Secretary	Robert A. Maynes 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	John Messina
Assistant Secretary	Donald E. Nitsch 22 Cortland Street New York, NY 10007
Assistant Secretary	Harold F. Olson 22 Cortland Street New York, NY 10007
Assistant Secretary	Thomas V. Pender 412 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Secretary	Timothy L. Porter 295 N. Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	Naseby P. Rhinehart, Jr. 412 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Secretary	Richard J. Roddy Crawfords Corner Road Holmdel, NJ 07733
Assistant Secretary	William B. Rowland 795 Folsom Street San Francisco, CA 94107

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 16, 1990

TITLE	NAME AND ADDRESS

OFFICERS

TITLE	NAME AND ADDRESS
Assistant Secretary	Thomas H. W. Sawyer 1 South Wacker Drive Chicago, IL 60606
Assistant Secretary	Richard J. Sinton 295 N. Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	John L. Stavert 475 South Street Morristown, NJ 07960
Assistant Secretary	Thomas R. Suher Mt. Hope Church Road Greensboro, NC 27410
Assistant Secretary	Gary A. Swenson 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	Jeanette L. Tilley 55 Corporate Drive Bridgewater, NJ 08807
Assistant Secretary	Virginia K. Troia 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	B. H. Walling, Jr. 1120 20th Street, N.E. Suite 1000 Washington, DC 20036
Assistant Secretary	Martin G. Wolfe Guilford Center Greensboro, NC 27420

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 16, 1990

TITLE	NAME AND ADDRESS
OFFICERS	
Assistant Controller	John A. Fischer 340 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Controller	Bernard G. Ragland 340 Mt. Kemble Avenue Room N-307 Morristown, NJ 07960
DIRECTORS	
Chairman and Chief Executive Officer	Robert E. Allen 295 North Maple Avenue Basking Ridge, NJ 07920
Director	Robert E. Allen 295 North Maple Avenue Basking Ridge, NJ 07920
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
Director	James H. Evans 375 Park Avenue Suite 2005 New York, NY 10152
Director	Philip M. Hawley Carter Hawley Hale Stores, Inc. 550 South Flower Street Los Angeles, CA 90071

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 16, 1990

TITLE	NAME AND ADDRESS
	DIRECTORS
Director	Edward G. Jefferson E.I. du Pont Nemours & Company 1007 Market Street Wilmington, DE 19898
Director	Belton K. Johnson One Forum - Suite 1400 8000 IH-10 West San Antonio, TX 98230
Director	Juanita M. Kreps 115 East Duke Building Durham, NC 27708
Director	Drew Lewis Union Pacific Corporation Martin Tower, Eighth & Eaton Avenues Bethlehem, PA 18018
Director	Donald F. McHenry Georgetown University School of Foreign Service, ICC 301 Washington, DC 20015
Director	Donald S. Perkins Jewel Companies, Inc. One First National Plaza, Suite 2760 Chicago, IL 60603
Director	Henry B. Schacht Cummins Engine Company, Inc. Box Number 3005 Columbus, IN 47202-3005
Director	Michael I. Sovern Columbia University 202 Low Library New York, NY 10027
Director	Morris Tanenbaum 295 North Maple Avenue Basking Ridge, NJ 07920

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 16, 1990

TITLE	NAME AND ADDRESS
	DIRECTORS
Director	Franklin A. Thomas The Ford Foundation 320 East 43rd Street New York, NY 10021
Director	Randall L. Tobias 295 North Maple Avenue Room 445J1 Basking Ridge, NJ 07920
Director	Rawleigh Warner, Jr. Mobil Corporation 150 East 42nd Street New York, NY 10017
Director	Joseph D. Williams Warner-Lambert Company 201 Tabor Road Morris Plains, NJ 07950
Director	Thomas H. Wyman 645 Fifth Avenue 12th Floor New York, NY 10022

FILE NOW! CORPORATE STATUS WILL BE DELINQUENT AFTER JULY 1ST.

CORPORATION

ANNUAL REPORT

1991

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

APPROVED FL. DEPT. OF STATE CORPORATIONS DIV. TALLAHASSEE, FL. FILED

DO NOT WRITE IN THIS SPACE

Read Instructions on Other Side Before Making Entries

FILING FEE OF $61.25 REQUIRED

1 Name and Mailing Address of Corporation DOCUMENT #845822 (6)

ZIP + 4 PRESORT

AMERICAN TELEPHONE AND TELEGRAPH COMPANY
412 MT. KEMBLE AVENUE
ROOM G124
MORRISTOWN, NJ 07960-6654

If above address is incorrect in any way, enter the correct address in item 2. Include Zip Code

2 If Address in Block 1 is incorrect in any way, enter the correct address below. P.O. Box is acceptable. The NAME of the corporation can be changed only by filing an amendment

21 Street Address

22 P.O. Box No

23 City and State

24 Zip Code

3 Date Incorporated or Qualified To Do Business in Florida: 04/24/1980

4 FEI Number: 13-4924710

FEI Number Applied For

FEI Number Not Applicable

5 $8.75 Additional Fee required for a Certificate of Status

CERTIFICATE OF STATUS DESIRED

6 Names and Street Addresses of Each Officer and Director (Do not use any correction tape or fluid to cover over incorrect information.)

	Title 1	Names of Officers and Directors 2	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers) 3	City and State 4
1	A/S	PENDER, THOMAS V.	412 MT KEMBLE AVE.	BASKING RIDGE, N.J.
2	C/O/B	ALLEN, ROBERT E.	295 N MAPLE AVE.	BASKING RIDGE, N.Y.
3	P	ROSS, IAN M.	CRAWFORDS CORNER RD.	HOLMDEL, NJ
4	V/C	TANENBAUM, MORRIS	550 MADISON AVE.	NEW YORK, N.Y.
5	V/C	TOBIAS, RANDALL L.	295 N MAPLE AVE #445J1	BASKING RIDGE, N.J.
6	G/E	BLOUNT WILLIAM F.	295 N MAPLE AVE.	BASKING RIDGE, NJ

SEE ATTACHED LISTING

REGISTERED AGENT INFORMATION

7 Name and Address of Current Registered Agent

C T CORPORATION SYSTEM
8751 W. BROWARD BLVD.
PLANTATION, FL. 33324

8 Name and Address of New Registered Agent

81 Name

82 Street Address 1 (Do NOT Use P.O. Box Number)

83 Street Address 2 (Do NOT Use P.O. Box Number)

84 City 85 Zip Code FL.

9 Pursuant to the provisions of Sections 607.05.. 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 (Registered Agent Accepting Appointment) DATE

10 I 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. I further certify 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 6 or is an attachment with an address.

SIGNATURE W G Eggert DATE 6/27/91

Typed Name of Signing Officer or Director: W.G. EGGERT

Title: ASSISTANT SECRETARY

Telephone Number: 201 644-1253

FILING FEE OF $61.25 REQUIRED — Make Checks Payable To: Secretary of State $8.75 Additional Fee required for a Certificate of Status

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 16, 1990

TITLE	NAME AND ADDRESS
	OFFICERS
Chairman/Chief Executive Officer	Robert E. Allen 295 North Maple Avenue Basking Ridge, NJ 07920
Vice Chairman	Morris Tanenbaum 295 North Maple Avenue Basking Ridge, NJ 07920
Vice Chairman	Randall L. Tobias 295 North Maple Avenue Room 445J1 Basking Ridge, NJ 07920
President	Ian M. Ross Crawfords Corner Road Holmdel, NJ 07733
Senior Vice-President	Harold W. Burlingame 295 North Maple Avenue Basking Ridge, NJ 07920
Senior Vice-President	C. Perry Colwell, III (legal) 295 North Maple Avenue Basking Ridge, NJ 07920
Senior Vice-President	James G. Kilpatric 295 North Maple Avenue Basking Ridge, NJ 07920
Senior Vice-President	Marilyn Laurie 295 North Maple Avenue Room 4342I3 Basking Ridge, NJ 07920
Senior Vice-President	Gerald M. Lowrie 1120 20th Street, N.W. Washington, DC 20036

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 16, 1990

TITLE	NAME AND ADDRESS

OFFICERS

Senior Vice-President	Alfred C. Partoll 295 North Maple Avenue Room 4349L1 Basking Ridge, NJ 07920
Senior Vice-President	John D. Zeglis 295 North Maple Avenue Room 4353I3 Basking Ridge, NJ 07920
Vice-President/Secretary	Robert E. Scannell 295 North Maple Avenue Basking Ridge, NJ 07920
Vice-President/Treasurer	S. Lawrence Prendergast (legal) 1 Oak Way Room 4EC103 Berkeley Heights, NJ 07922
Vice-President	Roger F. Davis 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	Alfred L. Ball 412 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Secretary	Thomas L. Barnes 1875 Lawrence Avenue Denver, CO 80202
Assistant Secretary	Simeon Barron 230 W. 36th Street New York, NY 10018
Assistant Secretary	Edward E. Blythe 227 West Monroe Street Chicago, IL 60606

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 16, 1990

TITLE	NAME AND ADDRESS
	OFFICERS
Assistant Secretary	Harold Bretan 55 Corporate Drive Bridgewater, NJ 08807
Assistant Secretary	Roger A. Briney 1120 20th St. N.W. Room 640 South Washington, DC 20036-3406
Assistant Secretary	Richard A. Bromley 795 Folsom Street San Francisco, CA 94107
Assistant Secretary	Thomas C. Cartwright 1200 Peachtree Street, N.E. Atlanta, GA 30309
Assistant Secretary	Gene V. Coker 1200 Peachtree Street, N.E. Atlanta, GA 30309
Assistant Secretary	Robert Colombo 22 Cortlandt Street 20th Floor New York, NY 10007
Assistant Secretary	Charles J. DiGangi 1 Oak Way Berkeley Heights, NJ 07922
Assistant Secretary	Wayne G. Eggert 412 Mt. Kemble Avenue Room G-134 Morristown, NJ 07960
Assistant Secretary	Martin J. Eisen 295 North Maple Avenue Basking Ridge, NJ 07920

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 16, 1990

TITLE	NAME AND ADDRESS

OFFICERS

Assistant Secretary	George Finkelstein 32 Avenue of the Americas Room 900B New York Manhatten, NY 10013
Assistant Secretary	John R. Fuscaldo 22 Cortland Street New York, NY 10007
Assistant Secretary	Donald P. Harrington 19 Blackberry Lane Morristown, NJ 07962
Assistant Secretary	Pamela T. Helmer 412 Mt. Kemble Avenue Room G-177 Morristown, NJ 07960
Assistant Secretary	Alfred E. Hirsch, Jr. 600 Mountain Avenue Murray Hill, NJ 07974
Assistant Secretary	John J. Hopkins 1 Speedwell Avenue, East Morristown, NJ 07962
Assistant Secretary	Gloria N. Howard 600 Mountain Avenue Murray Hill, NJ 07974
Assistant Secretary	Joseph V. Ippolito 222 Mt. Airy Road Basking Ridge, NJ 07920
Assistant Secretary	John J. Kissane 101 J.F.K. Parkway Room HLIL606A Short Hills, NJ 07078

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 16, 1990

TITLE	NAME AND ADDRESS
OFFICERS	
Assistant Secretary	Richard J. Krol 412 Mt. Kemble Avenue Room C-355 Morristown, NJ 07960
Assistant Secretary	Robert A. Maynes 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	John Messina 290 Davidson Avenue Somerset, NJ 08873
Assistant Secretary	Donald E. Nitsch 22 Cortland Street New York, NY 10007
Assistant Secretary	Harold F. Olson 22 Cortland Street New York, NY 10007
Assistant Secretary	Thomas V. Pender 412 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Secretary	Timothy L. Porter 227 W. Monroe Floor 6N Chicago, IL 60606
Assistant Secretary	Naseby P. Rhinehart, Jr. 412 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Secretary	Richard J. Roddy Crawfords Corner Road Holmdel, NJ 07733

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 16, 1990

TITLE	NAME AND ADDRESS
OFFICERS	
Assistant Secretary	William B. Rowland 795 Folsom Street San Francisco, CA 94107
Assistant Secretary	Thomas H. W. Sawyer 227 West Monroe Street Chicago, IL 60606
Assistant Secretary	Richard J. Sinton 295 N. Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	John L. Stavert 475 South Street Morristown, NJ 07962
Assistant Secretary	Thomas R. Suher Mt. Hope Church Road Greensboro, NC 27410
Assistant Secretary	Gary A. Swenson 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	Jeanette L. Tilley 55 Corporate Drive Bridgewater, NJ 08807
Assistant Secretary	Virginia K. Troia 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	B. H. Walling, Jr. (legal) 3201 Jermamtown Road Fairfax, VA 22030

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 16, 1990

TITLE	NAME AND ADDRESS
OFFICERS	
Assistant Secretary	Martin G. Wolfe Guilford Center Greensboro, NC 27420
Assistant Treasurer	Roseanne Antonucci 430 Mountain Avenue Murray Hill, NJ 07974
Assistant Treasurer	Robert L. Hammond, Jr. 1 Oak Way Berkeley Heights, NJ 07922
Assistant Treasurer	Donald M. Lynch 1 Oak Way Berkeley Heights, NJ 07922
Assistant Treasurer	Peter Rosoff 60 Columbia Turnpike Morristown, NJ 07962
Assistant Controller	John A. Fischer 340 Mt. Kemble Avenue Morristown, NJ 07962
Assistant Controller	Bernard G. Ragland 340 Mt. Kemble Avenue Room N-307 Morristown, NJ 07962
Group Executive	William F. Blount 295 North Maple Avenue Basking Ridge, NJ 07920
Group Executive	Robert M. Kavner 1776 On the Green Morristown, NJ 07962

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 16, 1990

TITLE	NAME AND ADDRESS
OFFICERS	
Group Executive	William B. Marx, Jr. 475 South Street Room 2S4 Morristown, NJ 07962
Group Executive	Victor A. Pelson 295 North Maple Avenue Room 4353L1 Basking Ridge, NJ 07920
Group Executive	Sam R. Willcoxon 295 North Maple Avenue Room 4342L1 Basking Ridge, NJ 07920
DIRECTORS	
Chairman and Chief Executive Officer	Robert E. Allen 295 North Maple Avenue Basking Ridge, NJ 07920
Director	Robert E. Allen 295 North Maple Avenue Basking Ridge, NJ 07920
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
Director	James H. Evans 375 Park Avenue Suite 2005 New York, NY 10152

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 16, 1990

TITLE	NAME AND ADDRESS
DIRECTORS	
Director	Philip M. Hawley Carter Hawley Hale Stores, Inc. 550 South Flower Street Los Angeles, CA 90071
Director	Edward G. Jefferson E.I. du Pont Nemours & Company 1007 Market Street Wilmington, DE 19898
Director	Belton K. Johnson One Forum - Suite 1400 8000 IH-10 West San Antonio, TX 98230
Director	Juanita M. Kreps 115 East Duke Building Durham, NC 27708
Director	Drew Lewis Union Pacific Corporation Martin Tower, Eighth & Eaton Avenues Bethlehem, PA 18018
Director	Donald F. McHenry Georgetown University School of Foreign Service, ICC 301 Washington, DC 20015
Director	Donald S. Perkins Jewel Companies, Inc. One First National Plaza, Suite 2760 Chicago, IL 60603
Director	Henry B. Schacht Cummins Engine Company, Inc. Box 3005 Columbus, IN 47202-3005
Director	Michael I. Sovern Columbia University 202 Low Library New York, NY 10027

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 16, 1990

TITLE	NAME AND ADDRESS
	DIRECTORS
Director	Morris Tanenbaum 295 North Maple Avenue Basking Ridge, NJ 07920
Director	Franklin A. Thomas The Ford Foundation 320 East 43rd Street New York, NY 10021
Director	Randall L. Tobias 295 North Maple Avenue Room 445J1 Basking Ridge, NJ 07920
Director	Rawleigh Warner, Jr. Mobil Corporation 150 East 42nd Street New York, NY 10017
Director	Joseph D. Williams Warner-Lambert Company 201 Tabor Road Morris Plains, NJ 07950
Director	Thomas H. Wyman 645 Fifth Avenue 12th Floor New York, NY 10022

PRENTICE HALL LEGAL & FINANCIAL SERVICES

Simon & Schuster Professional Information Group
15 Columbus Circle
New York, NY 10023-7773
212-373-7500 • 800-[illegible]
F[illegible] 373-7220

845822

-12/13/91--00126--022
REGISTERED AGENTS
REGISTERED AGENT--****35.00
===========================
TOTAL-------------****35.00

December 5, 1991

Secretary Of State
Divisions of Corporations
P.O. Box 6327
TALLAhassee, Florida 32314

RE: American Telephone And Telegraph Company
CHANGE OF STATUTORY REPRESENTATION

DEAR SIR/MADAM:

Please file the enclosed form relating to the captioned matter immediately upon receipt, and send me a file-stamped copy as evidence thereof.

Please telephone me if any difficulty should arise in connection with this matter. My direct number is 212-373-7929.

Thank you for your kind assistance in this matter.

FILED
1991 DEC 12 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely yours,

Maria Michalak

Maria Michalak

MJM
enc

845822

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of New York submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is:

AMERICAN TELEPHONE AND TELEGRAPH COMPANY

1b. Date of incorporation March 3, 1885 Document number

2. The name and address of the current registered agent and office:

C T Corporation System

8751 West Broward Boulevard, Plantation, Florida 33324

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

The Prentice-Hall Corporation System, Inc.

110 North Magnolia Street, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

R E Scannell
SIGNATURE

11/30/91
DATE

Robert E. Scannell, Vice President
Typed or printed name and title

FILED
91 DEC 12 PM 12:4
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

The Prentice-Hall Corporation System, Inc.

SIGNATURE By: Vicki S Schreiber
(Registered Agent)
Vicki Schreiber, Assistant V.P.

DATE

FILE NOW! CORPORATE STATUS WILL BE DELINQUENT AFTER JULY 1ST.

CORPORATION ANNUAL REPORT 1992

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

APPROVED
SEC. OF STATE
CORPORATIONS DIV.
TALLAHASSEE, FLA.
FILED
JUL - 1 92

FILING FEE $61.25 Make Payable To: *Secretary of State*

DO NOT WRITE IN THIS SPACE

1. Name and Mailing Address of Corporation DOCUMENT #845822 (6)

AMERICAN TELEPHONE AND TELEGRAPH COMPANY
412 MT. KEMBLE AVENUE
ROOM ~~G124~~
MORRISTOWN NJ 07960-6654

If above address is incorrect in any way, line through the incorrect information and enter correct address in Block 2

2. If Address in Block 1 is incorrect in any way, line through the incorrect information and enter the correct address below. P.O. Box is acceptable. The NAME of the corporation can be changed only by filing an amendment

21 Mailing Address

22 P.O. Box No Room G128

23 City and State

24 Zip Code

3. Date Incorporated or Qualified To Do Business in Florida 04/24/1980

3a. Date of Last Report 07/02/1991

4. FEI Number 13-4924710

FEI Number Applied For

FEI Number Not Applicable

5. $8.75 Additional Fee required for a Certificate of Status

CERTIFICATE OF STATUS DESIRED ☐

6. Names and Street Addresses of Each Officer and Director (Do not use any correction tape or fluid to cover over incorrect information.)

	Title 1	Names of Officers and Directors 2	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers) 3	City and State 4
1	A/S	PENDER, THOMAS V.	412 MT KEMBLE AVE.	~~BASKING RIDGE, N.J.~~ Morristown, NJ
2	C/O/B	ALLEN, ROBERT E.	295 N MAPLE AVE.	~~BASKING RIDGE, N.Y.~~ Basking Ridge, NJ
3	P	ROSS, IAN M.	CRAWFORDS CORNER RD.	HOLMDEL, NJ
4	~~V/C~~	~~TANENBAUM, MORRIS~~	~~550 MADISON AVE.~~	~~NEW YORK, N.Y.~~
5	V/C	TOBIAS, RANDALL L.	295 N MAPLE AVE #445J1	BASKING RIDGE, N.J.
6	G/E	BLOUNT WILLIAM F.	295 N MAPLE AVE.	BASKING RIDGE, NJ

REGISTERED AGENT INFORMATION

7. Name and Street Address of Current Registered Agent

THE PRENTICE HALL CORPORATION SYSTEM
110 NORTH MAGNOLIA STREET
TALLAHASSEE, FL 32301

8. Name and Address of New Registered Agent

81 Name

82 Street Address 1 (Do NOT Use P.O. Box Number)

83 Street Address 2 (Do NOT Use P.O. Box Number)

84 City FL.

85 Zip Code

9. Pursuant to the provisions of Sections 607.0502 and 607.1508 or Sections 617.0502 and 617.1508 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 ______
(Registered Agent Accepting Appointment)

10. [illegible] Florida Statutes Yes ✓ No ☐ (See other side for information)

11. I 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 or 617, Florida Statutes; and that my name appears in Block 6 or an attachment with an address.

SIGNATURE T. V. Pender DATE 6/19/92

T V PENDER ASSISTANT SECRETARY (201) 644-1253

12. [illegible]

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 20, 1992

TITLE	NAME AND ADDRESS
OFFICERS	
Chairman/Chief Executive Officer	Robert E. Allen 295 North Maple Avenue Basking Ridge, NJ 07920
Vice Chairman	Morris Tanenbaum 295 North Maple Avenue Basking Ridge, NJ 07920
Vice Chairman	Randall L. Tobias 295 North Maple Avenue Room 445J1 Basking Ridge, NJ 07920
President	Ian M. Ross Crawfords Corner Road Holmdel, NJ 07733
Senior Vice President	Harold W. Burlingame 295 North Maple Avenue Basking Ridge, NJ 07920
Senior Vice President	C. Perry Colwell, III (legal) 295 North Maple Avenue Basking Ridge, NJ 07920
Senior Vice President	James G. Kilpatric 295 North Maple Avenue Basking Ridge, NJ 07920
Senior Vice President	Marilyn Laurie 295 North Maple Avenue Room 4342I3 Basking Ridge, NJ 07920
Senior Vice President	Gerald M. Lowrie 1120 20th Street, N.W. Washington, DC 20036

643
644

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 20, 1992

TITLE	NAME AND ADDRESS
OFFICERS	
Senior Vice President	Alfred C. Partoll 295 North Maple Avenue Room 4349L1 Basking Ridge, NJ 07920
Senior Vice President	John D. Zeglis 295 North Maple Avenue Room 4353I3 Basking Ridge, NJ 07920
Vice-President/Secretary	Robert E. Scannell 295 North Maple Avenue Basking Ridge, NJ 07920
Vice-President/Treasurer	Steven L. Prendergast 1 Oak Way Room 4EC103 Berkeley Heights, NJ 07922
Vice-President	Roger F. Davis 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	Gena L. Ashe 185 Mt. Hope Church Road P.O. Box 25000 Greensboro, NC 27420
Assistant Secretary	Barbara M. Babiak One Oak Way Room 3EA163 Berkeley Heights, NJ 07922
Assistant Secretary	Alfred L. Ball 412 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Secretary	T. Larry Barnes 1875 Lawrence Avenue Denver, CO 80202

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 20, 1992

TITLE	NAME AND ADDRESS

OFFICERS

Assistant Secretary	Simeon Barron 230 W. 36th Street New York, NY 10018
Assistant Secretary	Edward E. Blythe 227 West Monroe Street Chicago, IL 60606
Assistant Secretary	Ephraim M. Brecher 412 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Secretary	B. B. Brezezinska One Oakway Room 3E-A158 Berkeley Heights, NJ 07922
Assistant Secretary	Roger A. Briney 1120 20th St. N.W. Room 640 South Washington, DC 20036-3406
Assistant Secretary	Thomas C. Cartwright 1200 Peachtree Street, N.E. Atlanta, GA 30309
Assistant Secretary	Loretta A. Cecil 185 Mt. Hope Church Road P.O. Box 25000 Greenboro, NC
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

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 20, 1992

TITLE	NAME AND ADDRESS
OFFICERS	
Assistant Secretary	Geraldine DellaBonta 600 Mountain Avenue New Providence, NJ 07974
Assistant Secretary	Charles J. DiGangi 1 Oak Way Berkeley Heights, NJ 07922
Assistant Secretary	Deborah S. Droller 3201 Jermantown Road Fairfax, VA 22030
Assistant Secretary	Robert L. Dughi 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	Wayne G. Eggert 412 Mt. Kemble Avenue Room G-134 Morristown, NJ 07960
Assistant Secretary	George Finkelstein 32 Avenue of the Americas Room 900B New York Manhatten, NY 10013
Assistant Secretary	John R. Fuscaldo 22 Cortland Street New York, NY 10007
Assistant Secretary	Virginia K. Fusco 131 Morristown Road Basking Ridge, NJ 07920
Assistant Secretary	Donald P. Harrington 19 Blackberry Lane Morristown, NJ 07962

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 20, 1992

TITLE	NAME AND ADDRESS
OFFICERS	
Assistant Secretary	Pamela T. Helmer 412 Mt. Kemble Avenue Room G-177 Morristown, NJ 07960
Assistant Secretary	Alfred E. Hirsch, Jr. 600 Mountain Avenue Murray Hill, NJ 07974
Assistant Secretary	Jon Hoak 8403 Colesville Road Silver Springs, MD 20910
Assistant Secretary	John J. Hopkins 1 Speedwell Avenue, East Morristown, NJ 07962
Assistant Secretary	Joseph V. Ippolito 222 Mt. Airy Road Basking Ridge, NJ 07920
Assistant Secretary	Mary E. Jantas 55 Corporate Drive Room 22A35 Bridgewater, NJ 08807-1265
Assistant Secretary	John J. Kissane 101 J.F.K. Parkway Room HLIL606A Short Hills, NJ 07078
Assistant Secretary	Richard J. Krol 412 Mt. Kemble Avenue Room C-355 Morristown, NJ 07960
Assistant Secretary	Lawrence J. Lafaro 295 North Maple Avenue Basking Ridge, NJ 07920

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 20, 1992

TITLE	NAME AND ADDRESS
OFFICERS	
Assistant Secretary	Robert A. Maynes 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	John Messina 290 Davidson Avenue Somerset, NJ 08873
Assistant Secretary	Eleanor R. Olarsch 475 South Street Room 2W-16 Morristown, NJ 07962
Assistant Secretary	Harold F. Olson 22 Cortland Street New York, NY 10007
Assistant Secretary	Thomas V. Pender 412 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Secretary	Timothy L. Porter 227 W. Monroe Floor 6N Chicago, IL 60606
Assistant Secretary	Naseby P. Rhinehart, Jr. 412 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Secretary	William B. Rowland 795 Folsom Street San Francisco, CA 94107
Assistant Secretary	Thomas H. W. Sawyer 227 West Monroe Street Chicago, IL 60606

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 20, 1992

TITLE	NAME AND ADDRESS
OFFICERS	
Assistant Secretary	E. O. Schoeps 55 Corporate Drive Room 15C40 Bridgewater, NJ 08807-1265
Assistant Secretary	Richard J. Sinton 295 N. Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	John L. Stavert 475 South Street Morristown, NJ 07962
Assistant Secretary	Thomas R. Suher Mt. Hope Church Road Greensboro, NC 27410
Assistant Secretary	Peter M. Suzuki 295 North Maple Avenue Room 3135B3 Basking Ridge, NJ 07920
Assistant Secretary	Gary A. Swenson 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	B. H. Walling, Jr. 3201 Jermamtown Road Fairfax, VA 22030
Assistant Secretary	Martin G. Wolfe Guilford Center Greensboro, NC 27420
Assistant Treasurer	Roseanne Antonucci One Oak Way Berekely Heights, NJ 07922

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 20, 1992

TITLE	NAME AND ADDRESS
OFFICERS	
Assistant Treasurer	Robert L. Hammond, Jr. 1 Oak Way Berkeley Heights, NJ 07922
Assistant Treasurer	Donald M. Lynch 1 Oak Way Berkeley Heights, NJ 07922
Assistant Treasurer	Peter Rosoff 60 Columbia Turnpike Morristown, NJ 07962
Assistant Controller	John A. Fischer 340 Mt. Kemble Avenue Morristown, NJ 07962
Assistant Controller	Bernard G. Ragland 340 Mt. Kemble Avenue Room N-307 Morristown, NJ 07962
Group Executive	William F. Blount 295 North Maple Avenue Basking Ridge, NJ 07920
Group Executive	Robert M. Kavner 1776 On the Green Morristown, NJ 07962
Group Executive	William B. Marx, Jr. 475 South Street Room 2S4 Morristown, NJ 07962
Group Executive	Victor A. Pelson 295 North Maple Avenue Room 4353L1 Basking Ridge, NJ 07920

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 20, 1992

TITLE	NAME AND ADDRESS
OFFICERS	
Group Executive	Sam R. Willcoxon 295 North Maple Avenue Room 4342L1 Basking Ridge, NJ 07920
DIRECTORS	
Director	Robert E. Allen 295 North Maple Avenue Basking Ridge, NJ 07920
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
Director	James H. Evans 375 Park Avenue Suite 2005 New York, NY 10152
Director	Philip M. Hawley Carter Hawley Hale Stores, Inc. 550 South Flower Street Los Angeles, CA 90071
Director	Edward G. Jefferson E.I. du Pont Nemours & Company 1007 Market Street Wilmington, DE 19898
Director	Belton K. Johnson One Forum - Suite 1400 8000 IH-10 West San Antonio, TX 98230

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 20, 1992

TITLE	NAME AND ADDRESS
DIRECTORS	
Director	Juanita M. Kreps 115 East Duke Building Durham, NC 27708
Director	Drew Lewis Union Pacific Corporation Martin Tower, Eighth & Eaton Avenues Bethlehem, PA 18018
Director	Donald F. McHenry Georgetown University School of Foreign Service, ICC 301 Washington, DC 20015
Director	Donald S. Perkins Jewel Companies, Inc. One First National Plaza, Suite 2760 Chicago, IL 60603
Director	Henry B. Schacht Cummins Engine Company, Inc. Box 3005 Columbus, IN 47202-3005
Director	Michael I. Sovern Columbia University 202 Low Library New York, NY 10027
Director	Morris Tanenbaum 295 North Maple Avenue Basking Ridge, NJ 07920
Director	Franklin A. Thomas The Ford Foundation 320 East 43rd Street New York, NY 10021
Director	Randall L. Tobias 295 North Maple Avenue Room 445J1 Basking Ridge, NJ 07920

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 20, 1992

TITLE	NAME AND ADDRESS
DIRECTORS	
Director	Rawleigh Warner, Jr. Mobil Corporation 150 East 42nd Street New York, NY 10017
Director	Joseph D. Williams Warner-Lambert Company 201 Tabor Road Morris Plains, NJ 07950
Director	Thomas H. Wyman 645 Fifth Avenue 12th Floor New York, NY 10022

AT&T

Margaret E. Leitch
Assistant Tax Director
State and Local Income and Franchise Taxes

Room G116
412 Mt. Kemble Ave.
Morristown, NJ 07960
201 644-1253
FAX 201 644-7439

July 1, 1992

Division of Corporations
Annual Reports Section
P.O. Box 1500
Tallahassee, FL 32302-1500

Enclosed for filing are the 1992 Florida Corporation Annual Reports, together with 12 checks, in the amount of $61.25 each, for the following companies:

American Telephone and Telegraph Company	13-4924710
Western Electric Company, Incorporated	51-0275266
American Transtech, Inc.	22-2452342
AT&T Communications Inc.	22-2473192
AT&T Southeast Inc.	13-3182731
American Bell Technologies, Inc.	13-3214021
American Bell Information, Inc.	13-3214019
American Bell Communication, Inc.	13-3214024
American Bell Inc.	13-3213999
AT&T Universal Card Services Corporation	22-3013787
AT&T Communications of the Southern States, Inc	22-2473172
AT&T Resource Management Corporation	13-5293170

Sincerely,

Margaret E. Leitch

Enclosures

File Now. Filing Fee after May 1 is $225.00

CORPORATION ANNUAL REPORT 1993

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

FILED
1993 MAY -1 AM 8 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO NOT WRITE IN THIS SPACE

1. Name and Mailing Address of Corporation DOCUMENT # 845822 (6)

AMERICAN TELEPHONE AND TELEGRAPH COMPANY
412 MOUNT KEMBLE AVE RM G-128
MORRISTOWN NJ 07960

3. Date Incorporated or Qualified: 04/24/1980
3a. Date of Last Report: 07/01/1992

FILING FEE $200.00 — ANNUAL REPORT $61.25 + $138.75 CORPORATION SUPPLEMENTAL FEE — MAKE CHECK PAYABLE TO DEPARTMENT OF STATE

4. FEI Number: 134924710 — Applied For / Not Applicable

2. Mailing Address
21
Suite, Apt. #, etc.
22
City & State
23
Zip 24 Country 25

2a. Principal Place of Business
26
Suite, Apt. #, etc.
27
City & State
28
Zip 29 Country 30

5. Certificate of Status Desired ☐ — $8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution ☐ — $5.00 May Be Added to Fees
7. Nonprofit with IRS 501(c)(3) Tax Exempt Status ☐ — $138.75 Supplemental Fee Not Required
8. This corporation has liability for intangible tax under S. 199.032 Florida Statutes ☒ Yes ☐ No

9. Name and Address of Current Registered Agent

THE PRENTICE HALL CORPORATION SYSTEM
110 NORTH MAGNOLIA STREET
TALLAHASSEE FL 32301

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 86 County

11. Pursuant to the provisions of Sections 607.0502 and 607.1508 or Sections 617.0502 and 617.1508, 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.

DATE

12. OFFICERS AND DIRECTORS	13. OFFICERS AND DIRECTORS CHANGES	
A/S PENDER, THOMAS V. 412 MT KEMBLE AVE MORRISTOWN NJ	1.1 TITLE 1.2 NAME 1.3 ADDRESS 1.4 CITY-ST-ZIP	
C/O/B ALLEN, ROBERT E. 295 N MAPLE AVE. BASKING RIDGE NJ	2.1 TITLE 2.2 NAME 2.3 ADDRESS 2.4 CITY-ST-ZIP	
P ROSS, IAN M. CRAWFORDS CORNER RD. HOLMDEL NJ	3.1 TITLE 3.2 NAME 3.3 ADDRESS 3.4 CITY-ST-ZIP	
V/C TANENBAUM, MORRIS 295 NORTH MAPLE AVENUE BASKING RIDGE NJ	4.1 TITLE 4.2 NAME 4.3 ADDRESS 4.4 CITY-ST-ZIP	
V/C TOBIAS, RANDALL L. 295 N MAPLE AVE #445J1 BASKING RIDGE NJ	5.1 TITLE 5.2 NAME 5.3 ADDRESS 5.4 CITY-ST-ZIP	
O/E BLOUNT WILLIAM F. 295 N MAPLE AVE. BASKING RIDGE NJ	6.1 TITLE 6.2 NAME 6.3 ADDRESS 6.4 CITY-ST-ZIP	

SIGNATURE T. V. Pender — Date 4/15/93

T. V. Pender — ASSISTANT SECRETARY — (201) 644-6290

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 20, 1992

TITLE	NAME AND ADDRESS
OFFICERS	
Chairman/Chief Executive Officer	Robert E. Allen 295 North Maple Avenue Basking Ridge, NJ 07920
Vice Chairman	Morris Tanenbaum 295 North Maple Avenue Basking Ridge, NJ 07920
Vice Chairman	Randall L. Tobias 295 North Maple Avenue Room 445J1 Basking Ridge, NJ 07920
President	Ian M. Ross Crawfords Corner Road Holmdel, NJ 07733
Senior Vice President	Harold W. Burlingame 295 North Maple Avenue Basking Ridge, NJ 07920
Senior Vice President	C. Perry Colwell, III (legal) 295 North Maple Avenue Basking Ridge, NJ 07920
Senior Vice President	James G. Kilpatric 295 North Maple Avenue Basking Ridge, NJ 07920
Senior Vice President	Marilyn Laurie 295 North Maple Avenue Room 4342I3 Basking Ridge, NJ 07920
Senior Vice President	Gerald M. Lowrie 1120 20th Street, N.W. Washington, DC 20036

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 20, 1992

TITLE	NAME AND ADDRESS
OFFICERS	
Senior Vice President	Alfred C. Partoll 295 North Maple Avenue Room 4349L1 Basking Ridge, NJ 07920
Senior Vice President	John D. Zeglis 295 North Maple Avenue Room 4353I3 Basking Ridge, NJ 07920
Vice-President/Secretary	Robert E. Scannell 295 North Maple Avenue Basking Ridge, NJ 07920
Vice-President	Roger F. Davis 295 North Maple Avenue Basking Ridge, NJ 07920
Group Executive	William F. Blount 295 North Maple Avenue Basking Ridge, NJ 07920
Group Executive	Robert M. Kavner 1776 On the Green Morristown, NJ 07962
Group Executive	William B. Marx, Jr. 475 South Street Room 2S4 Morristown, NJ 07962
Group Executive	Victor A. Pelson 295 North Maple Avenue Room 4353L1 Basking Ridge, NJ 07920
Group Executive	Sam R. Willcoxon 295 North Maple Avenue Room 4342L1 Basking Ridge, NJ 07920

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 20, 1992

TITLE	NAME AND ADDRESS
	OFFICERS
Assistant Secretary	Gena L. Ashe 185 Mt. Hope Church Road P.O. Box 25000 Greensboro, NC 27420
Assistant Secretary	Barbara M. Babiak 1 Oak Way Room 3EA163 Berkeley Heights, NJ 07922
Assistant Secretary	Alfred L. Ball 412 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Secretary	T. Larry Barnes 1875 Lawrence Avenue Denver, CO 80202
Assistant Secretary	Simeon Barron 230 West 36th Street New York, NY 10018
Assistant Secretary	Edward E. Blythe 227 West Monroe Street Chicago, IL 60606
Assistant Secretary	Ephraim M. Brecher 412 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Secretary	B. B. Brezezinska 1 Oak Way Room 3E-A158 Berkeley Heights, NJ 07922
Assistant Secretary	Roger A. Briney 1120 20th Street, N.W. Room 640 South Washington, DC 20036-3406

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 20, 1992

TITLE	NAME AND ADDRESS
OFFICERS	
Assistant Secretary	Thomas C. Cartwright 1200 Peachtree Street, N.E. Atlanta, GA 30309
Assistant Secretary	Loretta A. Cecil 185 Mt. Hope Church Road P.O. Box 25000 Greensboro, NC 27420
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	Geraldine DellaBonta 600 Mountain Avenue New Providence, NJ 07974
Assistant Secretary	Charles J. DiGangi 1 Oak Way Berkeley Heights, NJ 07922
Assistant Secretary	Deborah S. Droller 3201 Jermantown Road Fairfax, VA 22030
Assistant Secretary	Robert L. Dughi 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	Wayne G. Eggert 412 Mt. Kemble Avenue Room G-134 Morristown, NJ 07960

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 20, 1992

TITLE	NAME AND ADDRESS
	OFFICERS
Assistant Secretary	George Finkelstein 32 Avenue of the Americas Room 900B Manhatten, New York, NY 10013
Assistant Secretary	John R. Fuscaldo 22 Cortlandt Street New York, NY 10007
Assistant Secretary	Virginia K. Fusco 131 Morristown Road Basking Ridge, NJ 07920
Assistant Secretary	Donald P. Harrington 1 Speedwell Avenue East 88E-1116E Morristown, NJ 07960
Assistant Secretary	Pamela T. Helmer 412 Mt. Kemble Avenue Room G-177 Morristown, NJ 07960
Assistant Secretary	Alfred E. Hirsch, Jr. 600 Mountain Avenue Murray Hill, NJ 07974
Assistant Secretary	Jonathan Hoak 8403 Colesville Road Silver Springs, MD 20910
Assistant Secretary	John J. Hopkins 1 Speedwell Avenue, East Morristown, NJ 07962
Assistant Secretary	Joseph V. Ippolito 222 Mt. Airy Road Basking Ridge, NJ 07920

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 20, 1992

TITLE	NAME AND ADDRESS
OFFICERS	
Assistant Secretary	Mary E. Jantas 55 Corporate Drive Room 22A35 Bridgewater, NJ 08807-1265
Assistant Secretary	John J. Kissane 101 J.F.K. Parkway Room HLIL606A Short Hills, NJ 07078
Assistant Secretary	Richard J. Krol 412 Mt. Kemble Avenue Room C-355 Morristown, NJ 07960
Assistant Secretary	Lawrence J. Lafaro 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	Robert A. Maynes 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	John Messina 290 Davidson Avenue Somerset, NJ 08873
Assistant Secretary	Eleanor R. Olarsch 475 South Street Room 2W-16 Morristown, NJ 07962
Assistant Secretary	Harold F. Olson 22 Cortlandt Street New York, NY 10007
Assistant Secretary	Thomas V. Pender 412 Mt. Kemble Avenue Morristown, NJ 07960

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 20, 1992

TITLE	NAME AND ADDRESS
	OFFICERS
Assistant Secretary	Timothy L. Porter 227 West Monroe Floor 6N Chicago, IL 60606
Assistant Secretary	Naseby P. Rhinehart, Jr. 412 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Secretary	William B. Rowland 795 Folsom Street San Francisco, CA 94107
Assistant Secretary	Thomas H. W. Sawyer 227 West Monroe Street Chicago, IL 60606
Assistant Secretary	E. O. Schoeps 55 Corporate Drive Room 15C40 Bridgewater, NJ 08807-1265
Assistant Secretary	Richard J. Sinton 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	John L. Stavert 475 South Street Morristown, NJ 07962
Assistant Secretary	Thomas R. Suher Mt. Hope Church Road Greensboro, NC 27410
Assistant Secretary	Peter M. Suzuki 295 North Maple Avenue Room 3135B3 Basking Ridge, NJ 07920

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 20, 1992

TITLE	NAME AND ADDRESS

OFFICERS

Assistant Secretary	Gary A. Swenson 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	B. H. Walling, Jr. 3201 Jermantown Road Fairfax, VA 22030
Assistant Secretary	Martin G. Wolfe Guilford Center Greensboro, NC 27420
Assistant Treasurer	Roseanne Antonucci 1 Oak Way Berkeley Heights, NJ 07922
Assistant Treasurer	Robert L. Hammond, Jr. 1 Oak Way Berkeley Heights, NJ 07922
Assistant Treasurer	Donald M. Lynch 1 Oak Way Berkeley Heights, NJ 07922
Assistant Treasurer	Peter Rosoff 60 Columbia Turnpike Morristown, NJ 07962
Assistant Controller	John A. Fischer 340 Mt. Kemble Avenue Morristown, NJ 07962
Assistant Controller	Bernard G. Ragland 340 Mt. Kemble Avenue Room N-307 Morristown, NJ 07962

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 20, 1992

TITLE	NAME AND ADDRESS
OFFICERS	
Vice-President/Treasurer	S. L. Prendergast 1 Oak Way Room 4EC103 Berkeley Heights, NJ 07922
DIRECTORS	
Director	Robert E. Allen 295 North Maple Avenue Basking Ridge, NJ 07920
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
Director	James H. Evans 375 Park Avenue Suite 2005 New York, NY 10152
Director	Philip M. Hawley Carter Hawley Hale Stores, Inc. 550 South Flower Street Los Angeles, CA 90071
Director	Edward G. Jefferson E.I. du Pont Nemours & Company 1007 Market Street Wilmington, DE 19898
Director	Belton K. Johnson 8000 IH-10 West One Forum - Suite 1400 San Antonio, TX 98230

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 20, 1992

TITLE	NAME AND ADDRESS
DIRECTORS	
Director	Juanita M. Kreps 115 East Duke Building Durham, NC 27708
Director	Drew Lewis Union Pacific Corporation Martin Tower, 8th & Eaton Avenues Bethlehem, PA 18018
Director	Donald F. McHenry Georgetown University School of Foreign Service, ICC 301 Washington, DC 20015
Director	Donald S. Perkins Jewel Companies, Inc. 1 First National Plaza, Suite 2760 Chicago, IL 60603
Director	Henry B. Schacht Cummins Engine Company, Inc. Box 3005 Columbus, IN 47202-3005
Director	Michael I. Sovern Columbia University 202 Low Library New York, NY 10027
Director	Morris Tanenbaum 295 North Maple Avenue Basking Ridge, NJ 07920
Director	Franklin A. Thomas The Ford Foundation 320 East, 43rd Street New York, NY 10021
Director	Randall L. Tobias 295 North Maple Avenue Room 445J1 Basking Ridge, NJ 07920

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 20, 1992

TITLE	NAME AND ADDRESS
	DIRECTORS
Director	Rawleigh Warner, Jr. Mobil Corporation 150 East 42nd Street New York, NY 10017
Director	Joseph D. Williams Warner-Lambert Company 201 Tabor Road Morris Plains, NJ 07950
Director	Thomas H. Wyman 645 5th Avenue 12th Floor New York, NY 10022

845822

Prentice Hall Legal & Financial Services

ATTN: Audie (904) 222-...

RECEIVED
1994 MAY 31 PM 1:02
DIVISION OF CORPORATIONS

1201 HAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

CORPORATION(S) NAME — CHARTER NUMBER

American Telephone and Telegraph Company n/c to AT&T Corp.

Name Change
Amend

500001192845
-06/06/94--01047--011
*****87.50 *****87.50

X Amendment
___ Annual Report
___ Change of Registered Agent
___ Dissolution/Withdrawal
___ Domestication
___ Fictitious Business Name
___ Foreign - Profit
___ Foreign - Non-Profit
___ Limited Partnership
___ Limited Liability
___ Mtr. Veh. ___

___ Merger
___ Name Reservation
___ Name Registration
___ Non-Profit/Articles of Incorporation
___ Other ___
___ Profit/Articles of Incorporation
___ Reinstatement
___ Resignation of R.A., Off/Dir
___ Trademark
___ UCC/Filing 1 ___
___ UCC/Filing 3 ___

Please ... first

X Certified Copy ___
___ Photocopy ___
___ Corporate Print-Out
___ Fictitious/Owner Search

___ CUS
___ Good Standing
___ R.A., Off/Dir Search

5/31/94 AD

(X) Walk in ( ) Call if Problem ( ) Will Wait (X) Pick up 5-31 2:00
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: NYC BY: Fran
BRANCH RECEIVING: Tally BY: Audie
REF/JOB # 517-94-C0011-09
CLIENT MATTER # ___
SAME DAY X 24 HR ___ ROUTINE ___
VERBAL REQUESTED: YES OR NO
DATE SENT: __/__/__ MAIL FAX___ FED EXP.
FILED: __/__/__
SENT TO: BRANCH X CLIENT ___
SPECIAL INSTRUCTIONS: ___

CHECK #	
ST/CTY/ FEES	
CORR. FEE/ SPEC. HANDL.	
MESSENGER	
COPIES	
FAX FEE	
OTHER	
TOTAL	

FILED
94 MAY 31 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

White - SECRETARY OF STATE Blue - CLIENT SPECIALIST COPY Green - FILE Canary - ACCOUNTING

APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(s. 607.1504, F.S.)

FILED
1994 MAY 31 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I (1-3 must be completed)

1. AMERICAN TELEPHONE AND TELEGRAPH COMPANY
   Name of corporation as it appears on the records of the Department of State.

2. Incorporated under laws of: New York

3. Date authorized to do business in Florida: April 24, 1980

SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation?

   April 20, 1994

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

   AT&T CORP.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

[signature] — Signature

April 15, 1994 — Date

Jim G. Kilpatric — Typed or printed name

Sr. Vice President — Title

State of New York
DEPARTMENT OF STATE } ss.:

IT IS HEREBY CERTIFIED, *that* a Certificate of Amendment of

AMERICAN TELEPHONE AND TELEGRAPH COMPANY

changing name to

AT&T CORP.

was filed in this Department on the 20th day of April, 1994.

WITNESS *my hand and the official seal of the Department of State at the City of Albany, this* 21st *day of* April *one thousand nine hundred and* ninety-four

Secretary of State

DOS-235 (Rev. 7/89)

* FILE NOW. FILING FEE AFTER MAY 1 IS $225.00 *

CORPORATION ANNUAL REPORT 1994

FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

APPROVED AND FILED

94 MAY -1 PM 2:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Corporation Name
AT&T Corp.
F/k/a American Telephone & Telegraph Co.

DOCUMENT #
845822 6

Mailing Address
412 Mt Kemble Ave
Room G-128
Morristown, NJ 07960

Principal Place of Business
412 Mt Kemble Ave
Room G128
Morristown, NJ 07960

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified: 04-24-1980
3a. Date of Last Report: 05-01-1993
4. FEI Number: 13-4924710 — Applied For / Not Applicable
5. Certificate of Status Desired: $8.75 ☐
6. Election Campaign Financing Trust Fund Contribution ☐ — $5.00 May Be Added to Fees
7. Nonprofit Exempt from $138.75 Supplemental Fee ☐
8. This corporation has liability for intangible tax under S. 199.032, Florida Statutes ☒ Yes ☐ No

9. Name and Address of Current Registered Agent
The Prentice-Hall Corporation System, Inc
110 North Magnolia Street
Tallahassee, FL 32301

10. Name and Address of New Registered Agent
81 Name: THE PRENTICE-HALL CORPORATION SYSTEM, INC
82 Street Address (P.O. Box Number is Not Acceptable): 1201 HAYES STREET
83 SUITE 105
84 City: TALLAHASSEE FL 85 Zip Code: 32301

11. Pursuant to the provisions of Sections 607.0502 and 607.1508 or Sections 617.0502 and 617.1508, 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 or 617.0503, Florida Statutes.

SIGNATURE ______________________ DATE ______________

12. OFFICERS AND DIRECTORS		13. CHANGES TO OFFICERS AND DIRECTORS IN 12	
11 TITLE	CEO	11 TITLE	
12 NAME	ROBERT E. ALLEN	12 NAME	
13 STREET ADDRESS	295 North Maple Ave	13 STREET ADDRESS	0000001205330
14 CITY-ST-ZIP	Basking Ridge, NJ 07920	14 CITY-ST-ZIP	-05/17/94--01062--003
21 TITLE	A/S	21 TITLE	****200.00 ****200.00
22 NAME	MANUEL DAVILA	22 NAME	
23 STREET ADDRESS	412 Mt Kemble Avenue	23 STREET ADDRESS	
24 CITY-ST-ZIP	Morristown, NJ 07960	24 CITY-ST-ZIP	
31 TITLE	A/S	31 TITLE	
32 NAME	THOMAS V. PENDER	32 NAME	
33 STREET ADDRESS	412 Mt Kemble Avene	33 STREET ADDRESS	
34 CITY-ST-ZIP	Morristown, NJ 07960	34 CITY-ST-ZIP	
41 TITLE		41 TITLE	
42 NAME		42 NAME	
43 STREET ADDRESS	See attached	43 STREET ADDRESS	
44 CITY-ST-ZIP		44 CITY-ST-ZIP	
51 TITLE		51 TITLE	
52 NAME		52 NAME	
53 STREET ADDRESS		53 STREET ADDRESS	
54 CITY-ST-ZIP		54 CITY-ST-ZIP	
61 TITLE		61 TITLE	
62 NAME		62 NAME	REMITTED BY MAY 1
63 STREET ADDRESS		63 STREET ADDRESS	
64 CITY-ST-ZIP		64 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I relieve the Division of Corporations from any liability of non-compliance with Section 119.07(3)(i) in the event that the information supplied is deemed exempt from public access. I further certify that [illegible] 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; [illegible] Chapter 607, Florida Statutes; that I am an officer or director of the corporation [illegible] required to execute this report as required by Chapter 607 or Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment [illegible].

SIGNATURE: T. V. Pender 6/10/94
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

2

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 19, 1993

TITLE	NAME AND ADDRESS
	OFFICERS
Chairman/CEO	Robert E. Allen 295 North Maple Avenue Basking Ridge, NJ 07920
Vice Chairman	Morris Tanenbaum 295 North Maple Avenue Basking Ridge, NJ 07920
Vice Chairman	Randall L. Tobias 295 North Maple Avenue Room 445J1 Basking Ridge, NJ 07920
President	Ian M. Ross Crawfords Corner Road Holmdel, NJ 07733
Senior Vice-President	Harold W. Burlingame 295 North Maple Avenue Basking Ridge, NJ 07920
Senior Vice-President	C. Perry Colwell, III (legal) 295 North Maple Avenue Basking Ridge, NJ 07920
Senior Vice-President	James G. Kilpatric 295 North Maple Avenue Basking Ridge, NJ 07920
Senior Vice-President	Marilyn Laurie 295 North Maple Avenue Room 4342I3 Basking Ridge, NJ 07920
Senior Vice-President	Gerald M. Lowrie 1120 20th Street, N.W. Washington, DC 20036

3

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 19, 1993

TITLE	NAME AND ADDRESS
	OFFICERS
Senior Vice-President	Alfred C. Partoll 295 North Maple Avenue Room 4349L1 Basking Ridge, NJ 07920
Senior Vice-President	John D. Zeglis 295 North Maple Avenue Room 4353I3 Basking Ridge, NJ 07920
Vice-President/Secretary	Robert E. Scannell 295 North Maple Avenue Basking Ridge, NJ 07920
Vice-President/Treasurer	Stephen L. Prendergast 295 North Maple Avenue Basking Ridge, NJ 07960
Vice-President	Roger F. Davis 295 North Maple Avenue Basking Ridge, NJ 07920
Group Executive	William F. Blount 295 North Maple Avenue Basking Ridge, NJ 07920
Group Executive	Robert M. Kavner 1776 On the Green Morristown, NJ 07962
Group Executive	William B. Marx, Jr. 475 South Street Room 2S4 Morristown, NJ 07962
Group Executive	Victor A. Pelson 295 North Maple Avenue Room 4353L1 Basking Ridge, NJ 07960

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 19, 1993

TITLE	NAME AND ADDRESS
	OFFICERS
Group Executive	Sam R. Willcoxon 295 North Maple Avenue Room 4342L1 Basking Ridge, NJ 07920
Assistant Secretary	Gena L. Ashe I-85 Mt. Hope Church Road P.O. Box 25000 Greensboro, NC 27420
Assistant Secretary	Barbara M. Babiak 1 Oak Way Room 3EA163 Berkeley Heights, NJ 07922
Assistant Secretary	Alfred L. Ball 412 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Secretary	T. Larry Barnes 1875 Lawrence Avenue Denver, CO 80202
Assistant Secretary	Simeon Barron 230 West 36th Street New York, NY 10018
Assistant Secretary	Edward E. Blythe 227 West Monroe Street Chicago, IL 60606
Assistant Secretary	Ephraim M. Brecher 412 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Secretary	Roger A. Briney 1120 20th Street, N.W. Room 640 South Washington, DC 20036-3406

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 19, 1993

TITLE	NAME AND ADDRESS
	OFFICERS
Assistant Secretary	Thomas C. Cartwright 1200 Peachtree Street, N.E. Atlanta, GA 30309
Assistant Secretary	Loretta A. Cecil P.O. Box 26090 I-85 Mt. Hope Church Road Greensboro, NC 27420
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	Manuel Davila 412 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Secretary	Geraldine DellaBonta 600 Mountain Avenue New Providence, NJ 07974
Assistant Secretary	Charles J. DiGangi 1 Oak Way Berkeley Heights, NJ 07922
Assistant Secretary	Deborah S. Droller 3201 Jermantown Road Fairfax, VA 22030
Assistant Secretary	Robert L. Dughi 295 North Maple Avenue Basking Ridge, NJ 07920

(5)

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 19, 1993

TITLE	NAME AND ADDRESS

OFFICERS

Assistant Secretary	Wayne G. Eggert 412 Mt. Kemble Avenue Room G-134 Morristown, NJ 07960
Assistant Secretary	George Finkelstein 32 Avenue of the Americas Room 900B Manhatten, New York, NY 10013
Assistant Secretary	John R. Fuscaldo 22 Cortlandt Street New York, NY 10007
Assistant Secretary	Virginia K. Fusco 131 Morristown Road Basking Ridge, NJ 07920
Assistant Secretary	Donald P. Harrington 1 Speedwell Avenue East 88E-1116E Morristown, NJ 07960
Assistant Secretary	Pamela T. Helmer 412 Mt. Kemble Avenue Room G-177 Morristown, NJ 07960
Assistant Secretary	Jonathan Hoak 8403 Colesville Road Silver Springs, MD 20910
Assistant Secretary	John J. Hopkins 1 Speedwell Avenue, East Morristown, NJ 07962
Assistant Secretary	Joseph V. Ippolito 222 Mt. Airy Road Basking Ridge, NJ 07920

(6)

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 19, 1993

TITLE	NAME AND ADDRESS
OFFICERS	
Assistant Secretary	John J. Kissane 101 J.F.K. Parkway Room HLIL606A Short Hills, NJ 07078
Assistant Secretary	Richard J. Krol 412 Mt. Kemble Avenue Room C-355 Morristown, NJ 07960
Assistant Secretary	Lawrence J. Lafaro 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	Robert A. Maynes 295 North Maple Avenue Room 3136C2 Basking Ridge, NJ 07960
Assistant Secretary	Sheldon Michaels 795 Folsom Street San Francisco, CA 94107
Assistant Secretary	D. C. Moyer P.O. Box 26090 I-85 Mt. Hope Church Road Greensboro, NC 27420
Assistant Secretary	Stephen W. Norman I85 Mt. Hope Church Road P.O. Box 20046 Greensboro, NC 27420
Assistant Secretary	Eleanor R. Olarsch 475 South Street Room 2W-16 Morristown, NJ 07962
Assistant Secretary	Harold F. Olson 22 Cortlandt Street New York, NY 10007

7

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 19, 1993

TITLE	NAME AND ADDRESS

OFFICERS

Assistant Secretary	Thomas V. Pender 412 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Secretary	Frank L. Politano 131 Morristown Road Building A Basking Ridge, NJ 07920
Assistant Secretary	Timothy L. Porter 227 West Monroe Floor 6N Chicago, IL 60606
Assistant Secretary	Stephen R. Rosen 222 Mount Airy Road Basking Ridge, NJ 07920
Assistant Secretary	William B. Rowland 795 Folsom Street San Francisco, CA 94107
Assistant Secretary	Larry J. Salustro 277 W. Monroe Street Room 6NK1 Chicago, IL 60606-5016
Assistant Secretary	Thomas H. W. Sawyer 227 West Monroe Street Chicago, IL 60606
Assistant Secretary	Edward O. Schoeps 55 Corporate Drive Room 15C40 Bridgewater, NJ 08807
Assistant Secretary	Richard J. Sinton 295 North Maple Avenue Basking Ridge, NJ 07920

(8)

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 19, 1993

TITLE	NAME AND ADDRESS
	OFFICERS
Assistant Secretary	John L. Stavert 475 South Street Morristown, NJ 07962
Assistant Secretary	Thomas R. Suher Mt. Hope Church Road Greensboro, NC 27410
Assistant Secretary	Peter M. Suzuki 295 North Maple Avenue Room 3135B3 Basking Ridge, NJ 07920
Assistant Secretary	Gary A. Swenson 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	Terry A. Thompson 219 Mt. Airy Road Room 2F226 Basking Ridge, NJ 07920
Assistant Secretary	B. H. Walling, Jr. 3201 Jermantown Road Fairfax, VA 22030
Assistant Treasurer	Roseanne Antonucci 1 Oak Way Berkeley Heights, NJ 07922
Assistant Treasurer	Robert L. Hammond, Jr. 1 Oak Way Berkeley Heights, NJ 07922
Assistant Treasurer	Donald M. Lynch 1 Oak Way Berkeley Heights, NJ 07922

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AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 19, 1993

TITLE	NAME AND ADDRESS
OFFICERS	
Assistant Treasurer	Peter Rosoff 1 Oak Way Room 3WA126 Berkeley Heights, NJ 07922
Assistant Controller	John A. Fischer 340 Mt. Kemble Avenue Morristown, NJ 07962
Assistant Controller	Bernard G. Ragland 340 Mt. Kemble Avenue Room N-307 Morristown, NJ 07962
DIRECTORS	
Director	Robert E. Allen 295 North Maple Avenue Basking Ridge, NJ 07920
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
Director	James H. Evans 375 Park Avenue Suite 2005 New York, NY 10152
Director	Philip M. Hawley Carter Hawley Hale Stores, Inc. 550 South Flower Street Los Angeles, CA 90071

(10)

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 19, 1993

TITLE	NAME AND ADDRESS
	DIRECTORS
Director	Edward G. Jefferson E.I. du Pont Nemours & Company 1007 Market Street Wilmington, DE 19898
Director	Belton K. Johnson 8000 IH-10 West One Forum - Suite 1400 San Antonio, TX 98230
Director	Juanita M. Kreps 115 East Duke Building Durham, NC 27708
Director	Drew Lewis Union Pacific Corporation Martin Tower, 8th & Eaton Avenues Bethlehem, PA 18018
Director	Donald F. McHenry Georgetown University School of Foreign Service, ICC 301 Washington, DC 20015
Director	Donald S. Perkins Jewel Companies, Inc. 1 First National Plaza, Suite 2760 Chicago, IL 60603
Director	Henry B. Schacht Cummins Engine Company, Inc. Box 3005 Columbus, IN 47202-3005
Director	Michael I. Sovern Columbia University 202 Low Library New York, NY 10027
Director	Morris Tanenbaum 295 North Maple Avenue Basking Ridge, NJ 07920

AMERICAN TELEPHONE AND TELEGRAPH CO.

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 19, 1993

TITLE	NAME AND ADDRESS
	DIRECTORS
Director	Franklin A. Thomas The Ford Foundation 320 East, 43rd Street New York, NY 10021
Director	Randall L. Tobias 295 North Maple Avenue Room 445J1 Basking Ridge, NJ 07920
Director	Rawleigh Warner, Jr. Mobil Corporation 150 East 42nd Street New York, NY 10017
Director	Joseph D. Williams Warner-Lambert Company 201 Tabor Road Morris Plains, NJ 07950
Director	Thomas H. Wyman 645 5th Avenue 12th Floor New York, NY 10022

FILE NOW: FILING FEE AFTER MAY 1 IS $225.00

CORPORATION ANNUAL REPORT 1995

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

APPROVED AND FILED
95 MAY -1 AM 6:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-05/10/95--01072--019
****200.00 ****200.00
DO NOT WRITE IN THIS SPACE

DOCUMENT # 845822 6

1. Corporation Name
AT+T Corp

Principal Place of Business
412 MT KEMBLE AVE
ROOM ~~6400~~ S-230
MORRISTOWN NJ 07960

Mailing Address
412 MT KEMBLE AVE
ROOM ~~6400~~ S-230
MORRISTOWN NJ 07960

3. Date Incorporated or Qualified: 04-24-1980
3a. Date of Last Report: 05/01/1994
4. FEI Number: 13-4924710 — Applied For / Not Applicable

2. Principal Place of Business
21
Suite, Apt # etc. 22 Room S-230
City & State 23
Zip 24 Country 25

2a. Mailing Address
26
Suite, Apt #, etc. 27 Room S-230
City & State 28
Zip 29 Country 30

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

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 ~~HAYS STREET~~ Hayes Street
SUITE 105
TALLAHASSEE FL 32301

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 ______ DATE ______

12. OFFICERS AND DIRECTORS

P
John S. Mayo
600 Mountain Ave.
Murray Hill, NJ 07974

A/S
Manuel Davila
412 Mount Kemble Ave
Morristown, NJ 07960

A/S
Antoinette A. Duah
412 Mt. Kemble Avenue
Morristown, NJ 07960

SEE Attached

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
(Title / Name / Street Address / City-St-Zip — Change / Addition; six blank entries)

14. [illegible] ... the information supplied with this filing is voluntarily furnished and 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: [signature] 4/21/95 (201) 644-12[illegible]

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

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 18, 1994

TITLE	NAME AND ADDRESS
	OFFICERS
President	John S. Mayo 600 Mountain Avenue Murray Hill, NJ 07974
President	Sam R. Willcoxon 295 North Maple Avenue Room 4342L1 Basking Ridge, NJ 07920
Executive Vice-president	Robert M. Kavner 1776 On the Green Morristown, NJ 07962
Executive Vice-president	Alex J. Mandl Room 4349L1 295 N. Maple Avenue Basking Ridge, NJ 07920-1002
Executive Vice-president	William B. Marx, Jr. 475 South Street Room 2S4 Morristown, NJ 07962
Executive Vice-president	Richard W. Miller 295 N. Maple Avenue Basking Ridge, NJ 07920
Executive Vice-president	Victor A. Pelson 295 North Maple Avenue Room 4353L1 Basking Ridge, NJ 07920
Executive Vice-president	Jerre L. Stead 1700 S. Patterson Blvd., WHQ Dayton, OH 45479
Senior Vice-President	Richard S. Bodman 295 North Maple Avenue Basking Ridge, NJ 07920

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

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 18, 1994

TITLE	NAME AND ADDRESS

OFFICERS

Senior Vice-President	Harold W. Burlingame 295 North Maple Avenue Basking Ridge, NJ 07920
Senior Vice-President	James G. Kilpatric 295 North Maple Avenue Basking Ridge, NJ 07920
Senior Vice-President	Marilyn Laurie 295 North Maple Avenue Room 434213 Basking Ridge, NJ 07920
nior Vice-President	Gerald M. Lowrie 1120 20th Street, N.W. Washington, DC 20036
Senior Vice-President	Alfred C. Partoll 295 North Maple Avenue Room 4349L1 Basking Ridge, NJ 07920
Senior Vice-President	John D. Zeglis 295 North Maple Avenue Room 434521 Basking Ridge, NJ 07920
Vice-President/Treasurer	Stephen L. Prendergast One Oak Way Berkeley Heights, NJ 07922
Assistant Secretary	Gena L. Ashe I-85 Mt. Hope Church Road P.O. Box 25000 Greensboro, NC 27420
sistant Secretary	Barbara M. Babiak 1 Oak Way Room 3EA163 Berkeley Heights, NJ 07922

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

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 18, 1994

TITLE	NAME AND ADDRESS
OFFICERS	
Assistant Secretary	Alfred L. Ball 412 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Secretary	T. Larry Barnes 1875 Lawrence Avenue Denver, CO 80202
Assistant Secretary	Simeon Barron 230 West 36th Street New York, NY 10018
Assistant Secretary	Edward E. Blythe 227 West Monroe Street Chicago, IL 60606
Assistant Secretary	Ephraim M. Brecher 412 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Secretary	Roger A. Briney 1120 20th Street, N.W. Room 640 South Washington, DC 20036-3406
Assistant Secretary	Paul F. Buckley 11900 East Cornell Avenue Aurora, CO 80014
Assistant Secretary	Thomas C. Cartwright 1200 Peachtree Street, N.E. Atlanta, GA 30309
Assistant Secretary	Loretta A. Cecil P.O. Box 26090 I-85 Mt. Hope Church Road Greensboro, NC 27420

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

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 18, 1994

TITLE	NAME AND ADDRESS
OFFICERS	
Assistant Secretary	Joseph R. Cirone 1 Oakway Berkeley Heights, NJ 07922
Assistant Secretary	Gene V. Coker 1200 Peachtree Street, N.E. Atlanta, GA 30309
Assistant Secretary	Nicholas J. Colletta 5 Penn Plaza, 10th Floor New York, NY 10001
:sistant Secretary	Pamela F. Craven 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	Michael R. Dacey 222 Mt. Airy Road Basking Ridge, NJ 07920
Assistant Secretary	Manuel Davila 412 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Secretary	Geraldine DellaBonta 600 Mountain Avenue New Providence, NJ 07974
Assistant Secretary	Charles J. DiGangi 1 Oak Way Berkeley Heights, NJ 07922
ısistant Secretary	Deborah S. Droller 3201 Jermantown Road Fairfax, VA 22030

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

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 16, 1994

TITLE	NAME AND ADDRESS
	OFFICERS
Assistant Secretary	Antoinette A. Dush Room S245 412 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Secretary	Robert L. Dughi 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	Wayne G. Eggert 412 Mt. Kemble Avenue Room G-134 Morristown, NJ 07960
sistant Secretary	John R. Fuscaldo 22 Cortlandt Street New York, NY 10007
Assistant Secretary	Virginia K. Fusco 131 Morristown Road Basking Ridge, NJ 07920
Assistant Secretary	Michael P. Garrone 5 Penn Plaza, 10th Floor New York, NY 10001
Assistant Secretary	W. Preston Granbery (legal) 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	Donald P. Harrington 1 Speedwell Avenue East 8SE-1116E Morristown, NJ 07960
ssistant Secretary	Pamela T. Helmer 412 Mt. Kemble Avenue Room C-1?7 Morristown, NJ 07960

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

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 18, 1994

TITLE	NAME AND ADDRESS
OFFICERS	
Assistant Secretary	Jonathan S. Hoak 1700 S. Patterson Blvd., WHQ Dayton, OH 45478
Assistant Secretary	Michael J. Holliday 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	John J. Hopkins 1 Speedwell Avenue, East Morristown, NJ 07962
Assistant Secretary	Joseph V. Ippolito 222 Mt. Airy Road Basking Ridge, NJ 07920
Assistant Secretary	Karen L. Itzowitz 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	John J. Kissane 101 J.F.K. Parkway Room HLIL606A Short Hills, NJ 07078
Assistant Secretary	John T. Koe 5 Penn Plaza, 10th Floor New York, NY 10001
Assistant Secretary	Lawrence J. Lafaro 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	Robert A. Maynes 131 Morristown Road Room A2008 Basking Ridge, NJ 07920

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

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 18, 1994

TITLE	NAME AND ADDRESS
OFFICERS	
Assistant Secretary	Sheldon Michaels 795 Folsom Street San Francisco, CA 94107
Assistant Secretary	D. C. Moyer P.O. Box 26090 I-85 Mt. Hope Church Road Greensboro, NC 27420
Assistant Secretary	Stephen W. Norman I85 Mt. Hope Church Road P.O. Box 20046 Greensboro, NC 27420
Assistant Secretary	Eleanor R. Olarsch 475 South Street Room 2N-16 Morristown, NJ 07962
Assistant Secretary	Harold F. Olson 22 Cortlandt Street New York, NY 10007
Assistant Secretary	Paul J. Panepinto 1 Oakway Berkeley Heights, NJ 07922
Assistant Secretary	Thomas V. Pender 475 South Street Morristown, NJ 07960
Assistant Secretary	Dennis S. Pines 2600 Warrenville Road Lisle, IL 60532
Assistant Secretary	Frank L. Politano 131 Morristown Road Building A Basking Ridge, NJ 07920

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

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 18, 1994

TITLE	NAME AND ADDRESS

OFFICERS

Assistant Secretary	Timothy L. Porter 227 West Monroe Floor 6N Chicago, IL 60606
Assistant Secretary	Stephen R. Rosen 222 Mount Airy Road Basking Ridge, NJ 07920
Assistant Secretary	William B. Rowland 795 Folsom Street San Francisco, CA 94107
sistant Secretary	Larry J. Salustro 277 W. Monroe Street Room 6NK1 Chicago, IL 60606-5016
Assistant Secretary	Thomas H. W. Sawyer 227 West Monroe Street Chicago, IL 60606
Assistant Secretary	Richard J. Sinton 295 North Maple Avenue Basking Ridge, NJ 07920
Assistant Secretary	Mary Ellen Skinkle One Oak Way Berkeley Heights, NJ 07922
Assistant Secretary	Peter M. Suzuki 131 Morristown Road Room A2040 Basking Ridge, NJ 07920
ssistant Secretary	Gary A. Swenson 131 Morristown Road Basking Ridge, NJ 07920

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

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 18, 1994

TITLE	NAME AND ADDRESS
OFFICERS	
Assistant Secretary	Terry A. Thompson 219 Mt. Airy Road Room 2F226 Basking Ridge, NJ 07920
Assistant Secretary	Jeff Tutnauer Room G-115 412 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Secretary	Frederick K. Wallach 32 Avenue of the Americas New York, NY 10013
ssistant Secretary	B. H. Walling, Jr. 3201 Jermantown Road Fairfax, VA 22030
Vice-President/Controller	Maureen B. Tart 44 Whippany Road Morristown, NJ 07962
DIRECTORS	
Director/Chairman/CEO	Robert E. Allen 295 North Maple Avenue Basking Ridge, NJ 07920
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

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

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 18, 1994

TITLE	NAME AND ADDRESS
DIRECTORS	
Director	Philip M. Hawley Carter Hawley Hale Stores, Inc. 550 South Flower Street Los Angeles, CA 90071
Director	Carla A. Hills Shea & Goul 1200 19th St., N.W. Washington, DC 20036
Director	Edward G. Jefferson E.I. du Pont Nemours & Company 1007 Market Street Wilmington, DE 19898
Director	Belton K. Johnson 8000 IH-10 West One Forum - Suite 1400 San Antonio, TX 98230
Director	Drew Lewis Union Pacific Corporation Martin Tower, 8th & Eaton Avenues Bethlehem, PA 18018
Director	Donald F. McHenry Georgetown University School of Foreign Service, ICC 301 Washington, DC 20015
Director	Donald S. Perkins Jewel Companies, Inc. 1 First National Plaza, Suite 2760 Chicago, IL 60603
Director	Henry B. Schacht Cummins Engine Company, Inc. Box 3005 Columbus, IN 47202-3005
Director	Michael I. Sovern Columbia University 202 Low Library New York, NY 10027

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

LIST OF ELECTED CORPORATION OFFICERS AND DIRECTORS AS OF MAY 18, 1994

TITLE	NAME AND ADDRESS
DIRECTORS	
Director	Franklin A. Thomas The Ford Foundation 320 East, 43rd Street New York, NY 10021
Director	Joseph D. Williams Warner-Lambert Company 201 Tabor Road Morris Plains, NJ 07950
Director	Thomas H. Wyman 645 5th Avenue 12th Floor New York, NY 10022
Director/Executive Vice President	Victor A. Pelson 295 North Maple Avenue Room 4353L1 Basking Ridge, NJ 07920

845822

120 HAYS STREET

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 688309 86901D

AUTHORIZATION : Patricia Pyjut

COST LIMIT : $ 35.00

ORDER DATE : September 21, 1995

~~100001530581~~

ORDER TIME : 9:49 AM

ORDER NO. : 688309

CUSTOMER NO: 86901D

CUSTOMER: Ms. Merryl Wiener
Prentice Hall Legal &
375 Hudson Street

New York, NY 10014

FILED
95 SEP 21 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

AT&T IPM CORP.

INTO

AT&T CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

Merger
1026
9-21

ARTICLES OF MERGER
of
AT&T IPM CORP.
and
AT&T CORP.

FILED
95 SEP 21 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging AT&T IPM Corp. with and into AT&T Corp. as approved by the Board of Directors of AT&T IPM Corp. on August 24, 1995 and adopted at a meeting by the Board of Directors of AT&T Corp. on September 10, 1995.

2. The merger of AT&T IPM Corp. with and into AT&T Corp. is permitted by the laws of the jurisdiction of organization of AT&T Corp. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of AT&T Corp. was September 10, 1995.

3. Shareholder approval for the Plan of Merger was obtained from the sole shareholder of AT&T IPM Corp. on August 23, 1995.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 5:00 p.m. on September 21, 1995.

Executed on September 21, 1995

AT&T IPM Corp.
By: James E. Lamar
Name: James E. Lamar
Title: President

AT&T Corp.
By: Marilyn J. Wasser
Name: M. J. Wasser
Title: Vice President -- Law and Secretary

PLAN OF MERGER

PLAN OF MERGER adopted by the Board of Directors of AT&T Corp. on September 10, 1995.

1. AT&T Corp., which is a business corporation incorporated under the laws of the State of New York and is the owner of all of the outstanding shares of AT&T IPM Corp., which is a business corporation incorporated under the laws of the State of Florida and the subsidiary corporation, hereby merges AT&T IPM Corp. into AT&T Corp. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the State of New York. The name under which AT&T Corp. was incorporated in the State of New York is American Telephone and Telegraph Company.

2. The number of outstanding shares of AT&T IPM Corp. is 1,000 shares, all of which are one class, and all of which are owned by AT&T Corp.

3. The separate existence of AT&T IPM Corp. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act and AT&T Corp. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the State of New York.

4. The issued shares of AT&T IPM Corp. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

5. The Board of Directors and the proper officers of AT&T Corp. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or recorded any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

6. No amendments or changes to the certificate of incorporation of AT&T Corp. shall be effected by the merger.

7. The effective date of the merger shall be on September 21, 1995.

845822

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

AT&T IPM CORP., a Florida corporation, document number P94000089412

into

AT&T CORP., a New York corporation 845822

File date: September 21, 1995

Corporate Specialist: Karen Gibson

Account number: 072100000032 **Account charged: 35.00**