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Apr 01 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997	 FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F94000002937 (0)

1. Corporation Name
COMMONWEALTH LONG DISTANCE COMPANY

Principal Place of Business 105 CARNEGIE CENTER PRINCETON NJ 08540 US	Mailing Address 105 CARNEGIE CENTER PRINCETON NJ 08540-8215 US
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2. Principal Place of Business 21 100 Lake Street Suite, Apt #, etc.		2a. Mailing Address 26 Suite, Apt #, etc.		3. Date Incorporated or Qualified 06/06/1994	3a. Date of Last Report 04/17/1996
22 City & State 23 Dallas, PA		27 City & State 28		4. FEI Number 23-2598447	Applied For Not Applicable
24 Zip 18612		25 Country		5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
26 Zip 18612		27 Country		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
28 Zip 18612		29 Country		8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) 83 84 City FL 85 Zip Code	
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11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CEOC MCCOURT, DAVID C 105 CARNEGIE CENTER PRINCETON NJ <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PCOO MAHONEY, MICHAEL J 105 CARNEGIE CENTER PRINCETON NJ <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CFO GODFREY, BRUCE G 105 CARNEGIE CENTER PRINCETON NJ <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	EVP KEVIN M. O'HARE 105 CARNEGIE CENTER PRINCETON NJ <input checked="" type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition James Saile 105 Carnegie Center Princeton, NJ 08540
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VGCS OSTROSKI, RAYMOND B 105 CARNEGIE CENTER PRINCETON NJ <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP RALPH S. HROMISIN 105 CARNEGIE CENTER PRINCETON NJ <input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: **X** *James J. Saile* **James J. Saile** 3/20/97 609-734-3851
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone

CR2E034 (9/96)