

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999.
 AMOUNT DUE ON OR BEFORE 09/15/99: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED
Aug 16, 1999 8:00 am
Secretary of State

08-16-1999 90008 039 ***550.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F98000004064

1. Corporation Name
TCG PAYPHONES USA, INC.



Principal Place of Business ONE TELEPORT DRIVE STATEN ISLAND NY 10311	Mailing Address ONE TELEPORT DRIVE STATEN ISLAND NY 10311
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
07/16/1998

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 412 Mt. KEMBLE AVE.
22 City & State	27 Room 5287
23 Zip	28 MORRISTOWN, NJ
25 Country	29 07960
	30 USA

4. FEI Number 13-3948453	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property.	<input type="checkbox"/> Yes <input 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	85 Zip Code

FL

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	PD ANNUNZIATA, ROBERT	1.1 TITLE	
NAME	ONE TELPORT DRIVE	1.2 NAME	
STREET ADDRESS	STATEN ISLAND NY	1.3 STREET ADDRESS	
CITY-ST-ZIP		1.4 CITY-ST-ZIP	
TITLE	VD ATKINSON, ROBERT C	2.1 TITLE	VP/CFO/D
NAME	ONE TELPORT DRIVE	2.2 NAME	JOHN A. SCARPATI
STREET ADDRESS	STATEN ISLAND NY	2.3 STREET ADDRESS	1 TELEPORT DRIVE
CITY-ST-ZIP		2.4 CITY-ST-ZIP	STATEN ISLAND, NY 10311
TITLE	VT FOX, WAYNE G	3.1 TITLE	
NAME	ONE TELPORT DRIVE	3.2 NAME	
STREET ADDRESS	STATEN ISLAND NY	3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE	VS THOMSON, JOHN W	4.1 TITLE	
NAME	ONE TELPORT DRIVE	4.2 NAME	
STREET ADDRESS	STATEN ISLAND NY	4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE	V HOCKEMIER, J C	5.1 TITLE	ASSISTANT SECRETARY
NAME	ONE TELPORT DRIVE	5.2 NAME	ANTOINETTE A. DUAH
STREET ADDRESS	STATEN ISLAND NY	5.3 STREET ADDRESS	412 Mt. KEMBLE AVE.
CITY-ST-ZIP		5.4 CITY-ST-ZIP	MORRISTOWN, NJ 07960
TITLE	V MENCHER, STUART A	6.1 TITLE	
NAME	ONE TELPORT DRIVE	6.2 NAME	
STREET ADDRESS	STATEN ISLAND NY	6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

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

SIGNATURE: *Antoinette A. Duah* **Antoinette A. Duah** 8/5/99 (973) 644-1224

CR2E034 (5/99)

