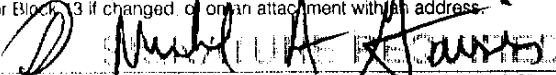


FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
May 15 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997				FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS	
DOCUMENT # P29100 (5)					
1. Corporation Name AT&T CAPITAL HOLDINGS, INC.					
Principal Place of Business 44 WHIPPANY ROAD MORRISTOWN NJ 07960			Mailing Address 44 WHIPPANY ROAD MORRISTOWN NJ 07960-4558		
2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/27/1990	
21 Suite, Apt. #, etc.		26 Suite, Apt. #, etc.		3a. Date of Last Report 04/26/1996	
22 City & State		27 City & State		4. FEI Number 22-3022020	
23 Zip		28 Zip		Applied For Not Applicable	
25 Country		30 Country		5. Certificate of Status Desired ☐ \$8.75 Additional Fee Required	
9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent			
THE PRENTICE-HALL CORPORATION SYSTEM INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301		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 officer 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					
1.1 TITLE					
1.2 NAME					
1.3 STREET ADDRESS					
1.4 CITY-ST-ZIP					
2.1 TITLE					
2.2 NAME					
2.3 STREET ADDRESS					
2.4 CITY-ST-ZIP					
3.1 TITLE					
3.2 NAME					
3.3 STREET ADDRESS					
3.4 CITY-ST-ZIP					
4.1 TITLE					
4.2 NAME					
4.3 STREET ADDRESS					
4.4 CITY-ST-ZIP					
5.1 TITLE					
5.2 NAME					
5.3 STREET ADDRESS					
5.4 CITY-ST-ZIP					
6.1 TITLE					
6.2 NAME					
6.3 STREET ADDRESS					
6.4 CITY-ST-ZIP					
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:  MICHAEL A. GAINES 4/15/97 (201) 397-3000					

CR2E034 (9/96)

AT&T CAPITAL HOLDINGS, INC. OFFICERS

NAME & SOCIAL SECURITY #	TITLE	BUSINESS ADDRESS	RESIDENTIAL ADDRESS
STEPHEN L. PENDERGAST 010-32-0020	CHAIRMAN AND CHIEF EXECUTIVE OFFICER	295 NORTH MAPLE AVE. BASKING RIDGE, NJ 07920	VAN BUREN ROAD (NO#) MORRISTOWN, NJ 07960
EPHRAIM M. BRECHER 111-44-6531	VICE PRESIDENT	412 MOUNT KEMBLE AVENUE MORRISTOWN, NJ 07960	2101 AVENUE U BROOKLYN, NY 11210
BERNARD G. RAGLAND 227-38-9856	VICE PRESIDENT	340 MOUNT KEMBLE AVE. MORRISTOWN, NJ 07960	2 CLARA COURT MADISON, NJ 07940
NICHOLAS S. CYPRUS 146-48-0581	VICE PRESIDENT AND CONTROLLER	340 MOUNT KEMBLE AVENUE MORRISTOWN, NJ 07960	518 WILLIAM STREET SCOTCH PLAINS, NJ 07076
MARILYN J. WASSER 285-42-1341	VICE PRESIDENT AND SECRETARY	400 INTERPACE PARKWAY PARSIPPANY, NJ 07054	9 CHARLOTTE HILL DRIVE BERNARDSVILLE, NJ 07924
EDWARD W. ANDREWS, JR. 155-36-2065	VICE PRESIDENT	44 WHIPPANY ROAD MORRISTOWN, NJ 07960	82 BRAEMAR DRIVE WAYNE, NJ 07470
EDWARD F. GROMEK 142-40-3506	VICE PRESIDENT	44 WHIPPANY ROAD MORRISTOWN, NJ 07960	31 WESTGATE DRIVE EDISON, NJ 08820
ANN P. HESSELINK 568-96-3766	VICE PRESIDENT	44 WHIPPANY ROAD MORRISTOWN, NJ 07960	27 BALANTINE ROAD MENDHAM, NJ 07945
FLORENCE L. WALSH 220-46-3855	VICE PRESIDENT AND TREASURER	295 NORTH MAPLE AVE. BASKING RIDGE, NJ 07920	300 SKYRIDGE ROAD FRANKLIN LAKES, NJ 07417
DAVID BARACH 349-44-5679	ASSISTANT TREASURER	295 NORTH MAPLE AVE. BASKING RIDGE, NJ 07920	68 CEDAR AVE. HIGHLAND PARK, NJ 08904
H. JOHN HOKENSON 542-42-7905	ASSISTANT VICE PRESIDENT AND ASSISTANT SECRETARY	131 MORRISTOWN ROAD BASKING RIDGE, NJ 07920	63 POLLARD ROAD MOUNTAIN LAKES, NJ 07046
ROBERT A. MAYNES 045-36-5122	ASSISTANT VICE PRESIDENT AND ASSISTANT SECRETARY	131 MORRISTOWN ROAD BASKING RIDGE, NJ 07920	R.D.#1 BOX 90A, LEE'S HILL ROAD BASKING RIDGE, NJ 07920
ROBERT S. FEIT 124-58-8835	ASSISTANT VICE PRESIDENT AND ASSISTANT SECRETARY	131 MORRISTOWN ROAD BASKING RIDGE, NJ 07920	241 WASHINGTON AVE. CHATHAM, NJ 07928
PETER M. SUZUKI 217-72-4270	ASSISTANT VICE PRESIDENT AND ASSISTANT SECRETARY	131 MORRISTOWN ROAD BASKING RIDGE, NJ 07920	12 DEBARRY PLACE SUMMIT, NJ 07920
MICHAEL A. GAINES 138-56-9625	ASSISTANT VICE PRESIDENT - INCOME TAXES	44 WHIPPANY ROAD MORRISTOWN, NJ 07960	30 McBRIDE WAY BRIDGEWATER, NJ 08807
LOUIS B. FONTANA 483-58-4906	ASSISTANT SECRETARY	44 WHIPPANY ROAD MORRISTOWN, NJ 07960	3 WAKEFIELD DR. HACKETTSTOWN, NJ 07840

AT&T CAPITAL HOLDINGS, INC. DIRECTORS

NAME & SOCIAL SECURITY #	BUSINESS ADDRESS	RESIDENTIAL ADDRESS
EPHRAIM M. BRECHER 111-44-6531	412 MOUNT KEMBLE AVENUE MORRISTOWN, NJ 07960	2101 AVENUE U BROOKLYN, NY 11210
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STEPHEN L. PENDERGAST 010-32-0020	295 NORTH MAPLE AVE. BASKING RIDGE, NJ 07920	VAN BUREN ROAD (NOW) MORRISTOWN, NJ 07960
BERNARD G. RAGLAND 227-38-9856	340 MOUNT KEMBLE AVE. MORRISTOWN, NJ 07960	2 CLARA COURT MADISON, NJ 07940
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