FILED _ F!!JE NOW: FILING FEE AFTER MAY 1ST IS \$550.00 Aug 06, 1999 8:00 am FLORIDA DEPARTMENT OF STATE Secretary of State CORPORATION Katherine Harris ANNUAL REPORT Secretary of State 08-06-1999 90005 019 ***550.00 1999 DIVISION OF CORPORATIONS DOCUMENT # P29100 1. Corporation Name 602196 - 90005 - 19 AT&T CAPITAL HOLDINGS, INC. Principal Place of Business Mailing Address 555 California St.4MA 555 California St.447 San Francisco, CA 94104 San Francisco, CA 94104 DO NOT WRITE IN THIS SPACE 3. Date incorporated or Qualified 04/27/1990 2. Principal Place of Business 2a. Mailing Address 4. FEI Number Applied For 22-3022020 26 Not Applicable Suite, Apt. #, etc. .. = ∠ Suite, Apt. #, etc. \$8.75 Additional 5. Certificate of Status Desired 27 Fee Required City & State City & State 6. Election Campaign Financing \$5.00 May Be Trust Fund Contribution Added to Fees Country Zip -----Country --This corporation owes the current year Intangible Personal 24 25 29 30 Property Tax. Yes No 9. Name and Address of Current Registered Agent 10. Name and Address of New Registered Agent 81 Name 82 Street Address (P.O. Box Number is Not Acceptable) C T Corporation System 1200 South Pine Island Road 83 Plantation, FL 33324 84 City 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 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE 12. OFFICERS AND DIRECTORS ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 C/D ПΠЕ DELETE 1.1 TITLE Addition NAME Dwyer, Edward M. 1.2 NAME STREET ADDRESS 295 North Maple Avenue 1.3 STREET ADDRESS CITY - ST - ZIP Basking Ridge, NJ 1.4 CITY - ST - ZIP TITLE V/D & Controller DELETE 21 TITLE Addition Change NAME Cyprus, Nicholas S. 2.2 NAME 295 North Maple Avenue STREET ADDRESS 2.3 STREET ADDRESS Basking Ridge, NJ City - ST - ZIP 2.4 CITY - ST - ZIP TITLE DELETE 3.1 TITLE Change Addition Wasser, Marilyn J. NAME 32 NAME ---131 Morristown Road STREET ADDRESS 3.3 STREET ADDRESS CITY ST - ZIP Basking Ridge, NJ 3.4 CITY - ST - ZIP TITLE V/T DELETE 4.1 TITLE Change Addition Harris, Errol A. One Oak Way NAME 4.2 NAME STREET ADDRESS 4.3 STREET ADDRESS CITY - ST - ZIP Berkeley Heights, 4.4 CITY - ST - ZIP TITLE X DELETE 5.1 TITLE VP/D Change X Addition NAME Andrews, Edward W Jr 5.2 NAME Brecher, Ephraim M. 412 Mount Kemble Avenue STREET ADDRESS 44 Whippany Road 5.3 STREET ADDRESS CITY - ST - ZIP Morristown, NJ 5.4 CITY - ST - ZIP Morristown, NJ

44 Whippany Road Morristown, NJ Basking Ridge, NJ 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 atta/hment with an address, with all other like empowered.

6.1 TITLE

62 NAME

6.3 STREET ADDRESS

6.4 CITY - ST - ZIP

Cinali, M.J.

295 North Maple Avenue

X Addition

X DELETE

SIGNATURE: MUNCHOLD MAntoinette A. Duah	128/99	(973)644-1224
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR	/ Date/	Daytime Phone #

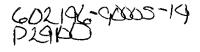
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NAME

STREET ADDRESS

CITY - ST - ZIP

Gaines, Michael A.



AT&T CAPITAL HOLDINGS, INC.

Election Date 10/20/1998 FEIN 22-3022020

ELECTED CORPORATION OFFICERS AND DIRECTORS

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BUSINESS ADDRESS

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	ONOCIARS:
Chairman/Chief Executive Officer	295 N. Maple Ave
Edward M. Dwyer	Basking Ridge, NJ 07920
Vice President	
E. W. Andrews, Jr.	
Viçe President	- 412 Mt. Kemble Avenue, PO Box-1995
Ephraim M. Brecher	Room S267
	Morristown, NJ 07962-1995
Vice President	
R. Karachun	
Vice President	295 N Maple Avenue
Patrick Moletteri	Basking Ridge, NJ 07920-1002
Vice President	·
R. Sandberg	
Vice President & Controller	295 N. Maple Avenue
Nicholas S. Cyprus	Room 1232M3
	Basking Ridge, NJ 07920-1002
Vice President & Treasurer	Rm 3WA130
Errol A. Harris	1 Oak Way
	Berkley Heights, NJ 07922
Vice President & Secretary	295 N. Maple Avenue
Marilyn J. Wasser	Basking Ridge, NJ 07920
Assistant V.P./Asst. Secretary	131 Morristown Rd. Bldg.A Rm.A2035
Robert S. Feit	Basking Ridge, NJ 07920-1002
Assistant V.P./Asst. Secretary	295 N. Maple Avenue
Steven Garfinkel	Room 1211N3
	Basking Ridge, NJ 07920-1002
Assistant V.P./Asst. Secretary	295 N. Maple Avenue
John W. Thomson	Basking Ridge, NJ 07920
Assistant Secretary	
G. Ackerman	
Assistant Secretary	412 Mt. Kemble Avenue
Antoinette A. Duah	Room S287
	Morristown, NJ 07960