

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

FILED
Apr 23 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P95000047602 (4)
 1. Corporation Name
MEDIAONE FLORIDA TELECOMMUNICATIONS, INC.



Principal Place of Business 7800 BELFORT PARKWAY SUITE 270 JACKSONVILLE FL 32257	Mailing Address 7800 BELFORT PARKWAY SUITE 270 JACKSONVILLE FL 32257
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 7800 East Orchard Road Suite, Apt. #, etc. Suite 390 City & State Englewood, Colorado Zip 80111		2a. Mailing Address 7800 East Orchard Road Suite, Apt. #, etc. Suite 390 City & State Englewood, Colorado Zip 80111		3. Date Incorporated or Qualified 06/19/1995	
21		26		4. FEI Number 04-3283052	
22		27		5. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required	
23		28		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees	
24		29		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <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				85 Zip Code	
82 Street Address (P.O. Box Number is Not Acceptable)				FL	
83					
84 City					

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	P <input checked="" type="checkbox"/> DELETE	1.1 TITLE	P/D <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	SCHELYER, WILLIAM T.	1.2 NAME	Janice C. Peters
STREET ADDRESS	20 SOUTH ROAD	1.3 STREET ADDRESS	9785 Maroon Circle, Suite 210
CITY-ST-ZIP	RYE BEACH NH 03871	1.4 CITY-ST-ZIP	Englewood, Colorado 80112
TITLE	C/D <input checked="" type="checkbox"/> DELETE	2.1 TITLE	EV <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	HOSTETTER, AMOS B. JR.	2.2 NAME	Ronald H. Cooper
STREET ADDRESS	10 LOUISBERG SQUARE	2.3 STREET ADDRESS	The Pilot House, Lewis Wharf
CITY-ST-ZIP	BOSTON MA 02114	2.4 CITY-ST-ZIP	Boston, MA 02110
TITLE	S/D <input checked="" type="checkbox"/> DELETE	3.1 TITLE	T <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	DUNHAM, LEE W.H.	3.2 NAME	Robert P. Kikes
STREET ADDRESS	18 LINCOLN ST.	3.3 STREET ADDRESS	198 Inverness Drive West
CITY-ST-ZIP	BELMONT MA 02178	3.4 CITY-ST-ZIP	Englewood, colorado 80112
TITLE	VC/D <input checked="" type="checkbox"/> DELETE	4.1 TITLE	VP <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	NEHER, TIMOTHY	4.2 NAME	Frank M. Eichler
STREET ADDRESS	109 COMMONWEALTH AVE.	4.3 STREET ADDRESS	7800 East Orchard Road, #200
CITY-ST-ZIP	BOSTON MA 02116	4.4 CITY-ST-ZIP	Englewood, Colorado 80111
TITLE	VP/T <input checked="" type="checkbox"/> DELETE	5.1 TITLE	S <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	KRAUSS, ERIC P.	5.2 NAME	Sharon A. O'Leary
STREET ADDRESS	1866 COMMONWEALTH AVE., APT. 33	5.3 STREET ADDRESS	7800 East Orchard Road, #200
CITY-ST-ZIP	BRIGHTON MA 02116	5.4 CITY-ST-ZIP	Englewood, Colorado 80111
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	See attached for complete list of officers.
STREET ADDRESS		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: _____ Karin M. Writer *duzlap* Assistant Secretary

CR2E034 (10/97)

Directors, Officers, etc.

MediaOne Florida Telecommunications, Inc.

Wednesday, April 08, 1998

DIRECTORS:

Janice C. Peters Director
Primary Address: 9785 Maroon Circle
Suite 210
Englewood, Colorado 80112
Primary Phone: (303) 649-4600

OFFICERS:

Janice C. Peters President & Chief Operating Officer
Primary Address: 9785 Maroon Circle
Suite 210
Englewood, Colorado 80112
Primary Phone: (303) 649-4600

Ronald H. Cooper Executive Vice President
Primary Address: c/o Continental Cablevision
The Pilot House, Lewis Wharf
Boston, MA 02110
Primary Phone: (617) 854-3220

Robert P. Kikes Senior Vice President, Chief Financial Officer, Treasurer & Senior Vice
President-Finance
Primary Address: 198 Inverness Drive West
Englewood, Colorado 80112
Primary Phone: 303-784-2991

Frank M. Eichler Vice President
Primary Address: 7800 East Orchard Road
Suite 200
Englewood, Colorado 80111
Primary Phone: 303 793-6407

Sharon A. O'Leary Secretary
Primary Address: 7800 East Orchard Road, #200
Englewood, CO 80111-2565
Primary Phone: 303-793-6353

Stephen E. Brilz Assistant Secretary
Primary Address: 7800 East Orchard Road
Suite 390
Englewood, Colorado 80111
Primary Phone: (303)793-6626

Glenda M. Hijar Assistant Secretary

MediaOne Florida Telecommunications, Inc.

Primary Address: 7800 East Orchard Road
Suite 390
Englewood, Colorado 80111
Primary Phone: (303)793-6531

Sean C. Lindsay Assistant Secretary
Primary Address: 7800 Orchard Road
Suite 390
Englewood, CO 80111
Primary Phone: 796-6056

Antonia D. Ozeroff Assistant Secretary
Primary Address: 1801 California Street
Room 5200
Denver, Colorado 80202
Primary Phone: (303) 896-2091

John Wakszynski Assistant Secretary
Primary Address: None given
Primary Phone: None given

Karin M. Writer Assistant Secretary
Primary Address: 7800 East Orchard Road
Suite 390
Englewood, Colorado 80111
Primary Phone: None given

H. W. Goodall, III Senior Vice President & General Manager
Primary Address: 7800 Belfort Parkway
Jacksonville, FL 32256
Primary Phone: (904)731-8810

Douglas D. Holmes Executive Vice President - Finance and Strategy
Primary Address: 7800 East Orchard Road
Suite 200
Englewood, Colorado 80111
Primary Phone: 303-793-6398

Nancy N Powell Vice President - Marketing
Primary Address: None given
Primary Phone: None given