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Mar 29, 1999 8:00 am
Secretary of State

03-29-1999 90005 035 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # 858133

1. Corporation Name
AT&T COMMUNICATIONS OF THE SOUTHERN STATES, INC.



| | |
|--|--|
| Principal Place of Business 412 MT. KEMBLE AVE. ROOM S-230 S287 MORRISTOWN NJ 07960 US | Mailing Address 412 MT. KEMBLE AVE. ROOM S-230 S287 MORRISTOWN NJ 07960 US |
|--|--|

DO NOT WRITE IN THIS SPACE

| |
|---|
| 3. Date Incorporated or Qualified 10/14/1983 |
| 4. FEI Number 22-2473172 |
| 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 Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |

| | |
|---|------------------------------------|
| 2. Principal Place of Business 21 | 2a. Mailing Address 26 |
| Suite, Apt. #, etc. 22 | Suite, Apt. #, etc. 27 |
| City & State 23 | City & State 28 |
| Zip Country 24 25 | Zip Country 29 30 |

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

| |
|---|
| 81 Name |
| 82 Street Address (P.O. Box Number is Not Acceptable) |
| 83 |
| 84 City FL 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

| 12. OFFICERS AND DIRECTORS | |
|---|---------------------------------|
| TITLE VP | <input type="checkbox"/> DELETE |
| NAME IANNA, FRANK | |
| STREET ADDRESS 412 MT. KEMBLE AVE. | |
| CITY-ST-ZIP MORRISTOWN NJ 07960 | |
| TITLE AS | <input type="checkbox"/> DELETE |
| NAME DUAH, ANTOINETTE A | |
| STREET ADDRESS 412 MT KEMBLE AVE. | |
| CITY-ST-ZIP MORRISTOWN NJ 07960 | |
| TITLE AS | <input type="checkbox"/> DELETE |
| NAME TUTNAUER, JEFF | |
| STREET ADDRESS 412 MT KEMBLE AVE. | |
| CITY-ST-ZIP MORRISTOWN NJ 07960 | |
| TITLE P | <input type="checkbox"/> DELETE |
| NAME PORTER, TIMOTHY L | |
| STREET ADDRESS 227 WEST MONRE FLOOR 6N | |
| CITY-ST-ZIP CHICAGO IL 60606 | |
| TITLE VP | <input type="checkbox"/> DELETE |
| NAME CARROLL, WILLIAM J | |
| STREET ADDRESS RT 202/206 NORTH RM 4B130 | |
| CITY-ST-ZIP BEDMINSTER NJ 07921 | |
| TITLE V | <input type="checkbox"/> DELETE |
| NAME HERR, THOMAS | |
| STREET ADDRESS ONE OAK WAY | |
| CITY-ST-ZIP BERKELEY HEIGHTS NJ 07922 | |

| 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 | |
|---|---|
| 1.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 1.2 NAME | |
| 1.3 STREET ADDRESS | |
| 1.4 CITY-ST-ZIP | |
| 2.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 2.2 NAME | |
| 2.3 STREET ADDRESS | |
| 2.4 CITY-ST-ZIP | |
| 3.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 3.2 NAME | |
| 3.3 STREET ADDRESS | |
| 3.4 CITY-ST-ZIP | |
| 4.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 4.2 NAME | |
| 4.3 STREET ADDRESS | |
| 4.4 CITY-ST-ZIP | |
| 5.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 5.2 NAME | |
| 5.3 STREET ADDRESS | |
| 5.4 CITY-ST-ZIP | |
| 6.1 TITLE | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 6.2 NAME | |
| 6.3 STREET ADDRESS | |
| 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, with all other like empowered.

SIGNATURE: *Antoinette Duah* DATE: 3/16/99 DAYTIME PHONE: 973-644-1224

CR2E034.(1/98)

AT&T COMMUNICATIONS OF THE SOUTHERN STATES, INC.

Election Date 06/01/1998 FEIN 22-2473172

ELECTED CORPORATION OFFICERS AND DIRECTORS

TITLE / NAME BUSINESS ADDRESS

DOC-858133
26-7102-90005-35

| | |
|---|--|
| Assistant Secretary Richard J. Sinton | 412 Mt. Kemble Ave. Morristown, NJ 07960 |
| Assistant Secretary-Treasurer M. Sledge | 295 N. Maple Avenue Basking Ridge, NJ 07920 |
| Assistant Secretary-Treasurer B. E. Stuhr | 295 N. Maple Ave. Basking Ridge, NJ 07920 |
| Assistant Secretary - Tax Jeff Tutnauer | 412 Mt. Kemble Avenue Room C250 Morristown, NJ 07960 |
| Assistant Secretary-Real Estate Christopher Vrana | 222 Mt. Airy Road Basking Ridge, NJ 07920 |
| Assistant Secretary - Tax Gary Wiggins | 412 Mt. Kemble Ave. Room S209 Morristown, NJ 07960 |
| Assistant Secretary D. Winegard | 1200 Peachtree St. Promenade I Atlanta, GA 30309-3579 |
| Assistant Treasurer Errol A. Harris | Rm 3WA130 1 Oak Way Berkley Heights, NJ 07922 |

DIRECTORS

| | |
|-------------------------------------|--|
| Director Daniel E. Somers | 295 N. Maple Ave. Basking Ridge, NJ 07920 |
| Director Maureen B. Tart | 295 North Maple Ave Room #4434B2 Basking Ridge, NJ 07920 |
| Director John D. Zeglis | 295 North Maple Avenue Room #4342L1 Basking Ridge, NJ 07920-1002 |

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267102-90005-35

OFFICERS

| | |
|--|--|
| Chief Financial Officer L. Ambrose | 340 Mt. Kemble Avenue Morristown, NJ 07960 |
| President R. M. Robinson | 1200 Peachtree Street Atlanta, GA 30309 |
| Vice President R. R. Harrison III | 900 Rt. 202/206 Bedminster, NJ 07921 |
| Vice President K. M. McNeely | |
| Vice President & General Counsel L. A. Cecil | 1200 Peachtree Street Promenade I Atlanta, GA 30309-3579 |
| Vice President - Real Estate Stephen Brazzell | 222 Mt. Airy Road Basking Ridge, NJ 07920-2313 |
| Secretary Robert S. Feit | 131 Morristown Rd. Bldg. A Rm. A2035 Basking Ridge, NJ 07920-1002 |
| Treasurer Edward M. Dwyer | 295 N. Maple Ave Basking Ridge, NJ 07920 |
| Assistant Secretary - Tax Ephraim M. Brecher | 412 Mt. Kemble Avenue, PO Box 1995 Room S267 Morristown, NJ 07962-1995 |
| Assistant Secretary Roger A. Briney | 1120 20th Street, N.W. Room 640 South Washington, DC 20036-3406 |
| Assistant Secretary - Tax Antoinette A. Duah | 412 Mt. Kemble Avenue Room S287 Morristown, NJ 07960 |
| Assistant Secretary--Real Estate George M. Foss | 150 Mt. Airy Road Basking Ridge, NJ 07920 |
| Assistant Secretary-Treasurer J. P. Li | 295 N. Maple Ave. Basking Ridge, NJ 07920 |
| Assistant Secretary-Treasurer P. Riley | |