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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
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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	

See Attached List

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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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	