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Jun 18 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 # *99307001794*

1. Corporation Name
AT&T CREDIT CORPORATION

Principal Place of Business 44 WHIPPANY ROAD MORRISTOWN, NJ 07962	Mailing Address 44 WHIPPANY ROAD MORRISTOWN NJ 07962
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Sulte, Apt. #, etc. 22 City & State 23 Zip Country	2a. Mailing Address 26 Sulte, Apt. #, etc. 27 City & State 28 Zip Country	3. Date Incorporated or Qualified 04-13-1993	4. FEI Number 22-3211455	Applied For <input type="checkbox"/> Not Applicable
		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 or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		

9. Name and Address of Current Registered Agent		10. Name and Address of New Registered Agent	
CT CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FLORIDA 33324		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 _____
 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	CHAIRMAN <input type="checkbox"/> DELETE DAVID F. BANKS 44 WHIPPANY ROAD MORRISTOWN, NJ 07962	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	PRES. - COMM. SYS. DIV. <input type="checkbox"/> DELETE TIMOTHY D. HAMMILL SAME	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	PRES. - CAP. MARK. DIV. <input type="checkbox"/> DELETE EDWARD W. ANDREWS, JR. SAME	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	TREASURER <input type="checkbox"/> DELETE GLENN A. VOTEK SAME	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	SECRETARY <input type="checkbox"/> DELETE ROBERT J. INGATO SAME	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V. P. - TAX OPERATIONS <input type="checkbox"/> DELETE MARK BROWER SAME	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(f), 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: *Louis DeLeo*
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
 Date: *6/27/98*
 Daytime Phone #: *973-397-3264*

CR2E034 (10/97)

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AT&T Credit Corporation
44 Whippany Road
Morristown, NJ 07962

DIRECTORS

David F. Banks
Timothy D. Hammill
Robert J. Ingato
Mani A. Sadeghi
Charles D. Van Sickle

OFFICERS

Chairman and Chief Executive Officer	David F. Banks
President and Chief Operating Officer - Communications Systems Division	Timothy D. Hammill
President and Chief Operating Officer - Capital Markets Division	Edward W. Andrews, Jr.
Treasurer	Glenn A. Votek
Secretary	Robert J. Ingato
Senior Vice President - Corporate Resources Officer	Sara R. McAuley
Vice President	Michael A. DeBernardi
Vice President - Taxes	Donald G. Becker
Vice President and Assistant Secretary	Glen J. DuMont
Assistant Vice President - Tax Operations	Mark P. Brower
Assistant Vice President, Income Taxes	Michael A. Gaines
Assistant Treasurer	Elizabeth A. Kettenstock
Assistant Secretary	Grace W. Chang

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Assistant Secretary	John R. Clark
Assistant Secretary	Lori Duffy
Assistant Secretary	Louis B. Fontana, Jr.
Assistant Secretary	Carol A. Jizmejian
Assistant Secretary	Madelyn C. Law
Assistant Secretary	Linda Menrad
Assistant Secretary	Barbara A. Meserole
Assistant Secretary	James M. Recker
Assistant Secretary	James T. Ryan, Jr.
Assistant Secretary	John P. Sirico, II
Assistant Secretary	S. Lynn Stenback
Assistant Secretary	Douglas P. Trump
Senior Manager State and Local Taxes	Louis DeVico

COMMUNICATIONS SYSTEMS DIVISION:

Vice President	Rodney W. Darensbourg
Vice President and Chief Credit Officer	Gerard K. Kammerer
Vice President	Keith J. Kendall
Vice President	Constance Gail Martin
Vice President and Chief Financial Officer	Thomas G. Adams
Vice President	Arlene Sena

Vice President and Chief Counsel

Douglas P. Trump

Vice President

MaryBeth E. Haggerty

Vice President

Jeffrey L. Teucke

Vice President

Christopher M. Vukas

Assistant Vice President

Donna Federico

Assistant Vice President

Alphonso R. Jones

Assistant Vice President

William Pinkerton

CAPITAL MARKETS DIVISION:

Chief Financial Officer

Richard K. Olson

Vice President and Chief Counsel

Louis B. Fontana, Jr.

Vice President

Charles H. Brown

Vice President

John J. Geraghty

Vice President

Robert M. Golding

Vice President

Michael V. Monahan

Vice President

Daria A. Pishko

Vice President

William G. Roos