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Mar 11 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F93000002266 (5)

1. Corporation Name
TLDP COMMUNICATIONS, INC.

Principal Place of Business
200 CHURCH STREET
BURLINGTON VT 05402

Mailing Address
200 CHURCH STREET
BURLINGTON VT 05401-4621



3. Date Incorporated or Qualified 05/14/1993	3a. Date of Last Report 04/15/1996
4. FEI Number 31-1310693	Applied For 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Po Box 1049 - 200 Church St. 27 Suite, Apt. #, etc. 28 Burlington, Vt. 29 Zip 05401 30 Country U.S.
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9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324

10. Name and Address of New Registered Agent 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	PC <input type="checkbox"/> DELETE
NAME	KNISBACHER, MITCHELL
STREET ADDRESS	200 CHURCH STREET
CITY-ST-ZIP	BURLINGTON VT 05402
TITLE	VPT <input type="checkbox"/> DELETE
NAME	KNISBACHER, MITCHELL
STREET ADDRESS	200 CHURCH STREET
CITY-ST-ZIP	BURLINGTON VT 05402
TITLE	AS <input checked="" type="checkbox"/> DELETE
NAME	BURNEY, MARK
STREET ADDRESS	200 CHURCH STREET
CITY-ST-ZIP	BURLINGTON VT 05402
TITLE	S <input type="checkbox"/> DELETE
NAME	ODE, PAUL H JR.
STREET ADDRESS	199 MAIN STREET
CITY-ST-ZIP	BURLINGTON VT 05401
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	AS <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	David Greenhaus
1.3 STREET ADDRESS	200 Church St.
1.4 CITY-ST-ZIP	Burlington, VT 05402
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 do 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: [Signature] 3/3/97 (802) 840-0378
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)