

Document Number Only

F93000005729

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

000002416010--3
-01/29/98--01056--034
*****35.00 *****35.00

CORPORATION(S) NAME

AT & T Finance Corp.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Thanks
Jeff

Richard
1/30

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Delaware submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: AT&T Finance Corp.

1b. Date of incorporation December 13, 1993 Document number F93000005729

2. The name and address of the current registered agent and office:

The Prentice-Hall Corporation System, Inc.
1201 Hayes Street, Suite 105, Tallahassee, FL 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM
c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Christine Brunke
SIGNATURE

Christine Brunke, Vice President
(Type or printed name and title)

November 17, 1997
DATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

C T CORPORATION SYSTEM
SIGNATURE BY: *Charles W Meyer*
Charles W. Meyer (Registered Agent)
DATE November 17, 1997 *special inst. fee*

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

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