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Jan 28 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 # F95000001098 (1)

1. Corporation Name
XLCONNECT SERVICES, INC.



Principal Place of Business
411 EAGLEVIEW BLVD.
EXTON PA 19341

Mailing Address
411 EAGLEVIEW BLVD.
EXTON PA 19341-1117

3. Date Incorporated or Qualified 03/08/1995
3a. Date of Last Report 02/12/1996

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip

Country

28 Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

THE PRENTICE HALL CORPORATION SYSTEM, INC.
FIRST FLORIDA BANK BLDG., #420
TALLAHASSEE FL 32301

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

Signature of officer or director, or both, 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 DC
NAME SANFORD, RICHARD D
STREET ADDRESS 411 EAGLEVIEW BLVD.
CITY - ST - ZIP EXTON PA 19341

1.1 TITLE
1.2 NAME
1.3 STREET ADDRESS
1.4 CITY - ST - ZIP

TITLE D
NAME ABELSON, BARRY M
STREET ADDRESS 3000 TWO LOGAN SQ., 18TH & ARCH STS.
CITY - ST - ZIP PHILADELPHIA PA 19103

2.1 TITLE
2.2 NAME
2.3 STREET ADDRESS
2.4 CITY - ST - ZIP

TITLE D
NAME MILLER, WILLIAM R
STREET ADDRESS 1901 MARKET ST.
CITY - ST - ZIP PHILADELPHIA PA 19103

3.1 TITLE
3.2 NAME
3.3 STREET ADDRESS
3.4 CITY - ST - ZIP

TITLE P
NAME PRATT, GREGORY A
STREET ADDRESS 411 EAGLEVIEW BLVD.
CITY - ST - ZIP EXTON PA 19341

4.1 TITLE
4.2 NAME
4.3 STREET ADDRESS
4.4 CITY - ST - ZIP

TITLE VPAS
NAME COFFEY, THOMAS J.
STREET ADDRESS 411 EAGLEVIEW BLVD
CITY - ST - ZIP EXTON PA

5.1 TITLE
5.2 NAME
5.3 STREET ADDRESS
5.4 CITY - ST - ZIP

TITLE S
NAME KAWALICK, STEVEN M
STREET ADDRESS 411 EAGLEVIEW BLVD.
CITY - ST - ZIP EXTON PA 19341

6.1 TITLE
6.2 NAME
6.3 STREET ADDRESS
6.4 CITY - ST - ZIP

Director
Ellenberger, Richard
411 Eagleview Blvd.
Exton, PA 19341

President
Ellenberger, Richard
411 Eagleview Blvd.
Exton, PA 19341

VP, Sec. & Treas.
Cohen, Stephanie
411 Eagleview Blvd.
Exton, PA 19341

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 AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Stephanie Cohen, VP, Sec. & Treas.

Date

Daytime Phone #

CR2E034 (9/96)