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Jun 10, 1999 8:00 am
Secretary of State

06-10-1999 90050 004 ***300.00

PROFIT CORPORATION ANNUAL REPORT 1999	FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F9500002696
 1. Corporation Name

CITIZENS TELECOMMUNICATIONS COMPANY

Principal Place of Business 3 HIGH RIDGE PARK STAMFORD CT 06905	Mailing Address PO BOX 3801 STAMFORD CT 06905
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified QUALIFIED JUNE 2, 1995	Applied For <input type="checkbox"/> Not Applicable
4. FEI Number 06-1381497	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 type="checkbox"/> No

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 25	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29
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9. Name and Address of Current Registered Agent
 CORPORATION SERVICE COMPANY
 1201 HAYS STREET
 TALLAHASSEE, FL 32301

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
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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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DIRECTOR DARYL FERGUSON 3 HIGH RIDGE PARK STAMFORD CT 06905 <input type="checkbox"/> DELETE	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	DIRECTOR LEONARD TOW 3 HIGH RIDGE PARK STAMFORD CT. 06905 <input type="checkbox"/> DELETE	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	DIRECTOR O. LEE JOBE 3 HIGH RIDGE PARK STAMFORD CT 06905 <input type="checkbox"/> DELETE	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	PRESIDENT DARYL FERGUSON 3 HIGH RIDGE PARK STAMFORD CT 06905 <input type="checkbox"/> DELETE	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 C. J. WEISS 3 HIGH RIDGE PARK STAMFORD CT 06905 <input type="checkbox"/> DELETE	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	VICE PRESIDENT, TAX E. O. KIPPERMAN 3 HIGH RIDGE PARK STAMFORD CT 06905 <input type="checkbox"/> DELETE	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)(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:  **VICE PRESIDENT, TAX** 04/22/99 203-614-5600
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/1/98)

F45000002646
574895-90050-8

**CITIZENS TELECOMMUNICATIONS COMPANY
OFFICERS & DIRECTORS LIST**

DIRECTORS:

Daryl Ferguson, Leonard Tow, O. Lee Jobe

OFFICERS:

Daryl A. Ferguson	President and Chief Operating Officer
Robert J. DeSantis	Vice President, Treasurer, Chief Financial Officer and Assistant Secretary
O. Lee Jobe	Vice President - Communication Sector
Dale Register	Vice President
F. Wayne Lafferty	Vice President
Roberta Patterson	Vice President
Edward O. Kipperman	Vice President - Tax
L. Russell Mitten	Vice President, General Counsel and Assistant Secretary
James D. Ranton	Vice President
Livingston E. Ross	Vice President and Controller
Donald P. Weinstein	Vice President
E. Benjamin Buttolph	Vice President
Rick Hildebrandt	Vice President
Merton Bernabi	Vice President
L. Dodd Wells	Vice President
William O'Neill	Vice President
Charles J. Weiss	Secretary and Assistant Vice President
Kenneth C. Dering	Assistant Treasurer and Assistant Vice President
Laura L. DiPreta	Assistant Vice President and Assistant Controller
Susan M. Redner	Assistant Secretary
Barbara Snider	Assistant Secretary
Richard Tettelbaum	Assistant Secretary

Business Address for ALL the above Officers & Directors:

3 High Ridge Park
Stamford, CT 06905