

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999.
 AMOUNT DUE ON OR BEFORE 09/15/99: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

FILED
Aug 16, 1999 8:00 am
Secretary of State

08-16-1999 90008 039 ***550.00

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| PROFIT CORPORATION ANNUAL REPORT 1999 |  | FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS |
|---|---|--|

DOCUMENT # F98000004064

1. Corporation Name
TCG PAYPHONES USA, INC.



| | |
|---|---|
| Principal Place of Business ONE TELEPORT DRIVE STATEN ISLAND NY 10311 | Mailing Address ONE TELEPORT DRIVE STATEN ISLAND NY 10311 |
|---|---|

DO NOT WRITE IN THIS SPACE

| | | | | | |
|--------------------------------|---------|---------------------|---------------------|---|--|
| 2. Principal Place of Business | | 2a. Mailing Address | | 3. Date Incorporated or Qualified | |
| 21 | | 26 | 412 Mt. KEMBLE AVE. | 07/16/1998 | |
| Suite, Apt. #, etc. | | Suite, Apt. #, etc. | | 4. FEI Number | |
| 22 | | Room 5287 | | 13-3948453 | |
| City & State | | City & State | | Applied For | |
| 23 | | MORRISTOWN, NJ | | Not Applicable | |
| Zip | Country | Zip | Country | 5. Certificate of Status Desired | |
| 24 | 25 | 29 | 30 | <input type="checkbox"/> \$8.75 Additional Fee Required <input type="checkbox"/> \$5.00 May Be Added to Fees | |
| | | 07960 | USA | 6. Election Campaign Financing Trust Fund Contribution | |
| | | | | <input type="checkbox"/> Yes <input type="checkbox"/> No | |

| | | | | | | | |
|--|--|--|--|---|--|--|--|
| 9. Name and Address of Current Registered Agent | | | | 10. Name and Address of New Registered Agent | | | |
| C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324 | | | | 81 Name | | | |
| | | | | 82 Street Address (P.O. Box Number is Not Acceptable) | | | |
| | | | | 83 | | | |
| | | | | 84 City | | | |
| | | | | FL | | | |

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 | PD ANNUNZIATA, ROBERT | 1.1 TITLE | |
| NAME | ONE TELPORT DRIVE | 1.2 NAME | |
| STREET ADDRESS | STATEN ISLAND NY | 1.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 1.4 CITY-ST-ZIP | |
| TITLE | VD ATKINSON, ROBERT C | 2.1 TITLE | VP/CFO/D |
| NAME | ONE TELPORT DRIVE | 2.2 NAME | JOHN A. SCARPATI |
| STREET ADDRESS | STATEN ISLAND NY | 2.3 STREET ADDRESS | 1 TELEPORT DRIVE |
| CITY-ST-ZIP | | 2.4 CITY-ST-ZIP | STATEN ISLAND, NY 10311 |
| TITLE | VT FOX, WAYNE G | 3.1 TITLE | |
| NAME | ONE TELPORT DRIVE | 3.2 NAME | |
| STREET ADDRESS | STATEN ISLAND NY | 3.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 3.4 CITY-ST-ZIP | |
| TITLE | VS THOMSON, JOHN W | 4.1 TITLE | |
| NAME | ONE TELPORT DRIVE | 4.2 NAME | |
| STREET ADDRESS | STATEN ISLAND NY | 4.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 4.4 CITY-ST-ZIP | |
| TITLE | V HOCKEMIER, J C | 5.1 TITLE | ASSISTANT SECRETARY |
| NAME | ONE TELPORT DRIVE | 5.2 NAME | ANTOINETTE A. DUAH |
| STREET ADDRESS | STATEN ISLAND NY | 5.3 STREET ADDRESS | 412 Mt. KEMBLE AVE. |
| CITY-ST-ZIP | | 5.4 CITY-ST-ZIP | MORRISTOWN, NJ 07960 |
| TITLE | V MENCHER, STUART A | 6.1 TITLE | |
| NAME | ONE TELPORT DRIVE | 6.2 NAME | |
| STREET ADDRESS | STATEN ISLAND NY | 6.3 STREET ADDRESS | |
| CITY-ST-ZIP | | 6.4 CITY-ST-ZIP | |

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.

SIGNATURE: *Antoinette A. Duah* Antoinette A. Duah 8/5/99 (973) 644-1224

CR2E034 (5/99)

