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1998 FEB -2 AM 10:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P00713 (8)

1. Corporation Name
AT&T COMMUNICATIONS, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 412 MT KEMBLE AVE S287 MORRISTOWN NJ 07960 US	Mailing Address 412 MT KEMBLE AVE S287 MORRISTOWN NJ 07960 US
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3. Date Incorporated or Qualified 01/25/1984	
4. FEI Number 22-2473192	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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. Zip	29. Zip
25. Country	30. Country

9. Name and Address of Current Registered Agent

**THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81. Name
LT CORPORATION SYSTEM

82. Street Address (P.O. Box Number is Not Acceptable)
1200 SOUTH PINE ISLAND ROAD

83. City
PLANTATION FL

84. Zip Code
33324

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 _____ DATE _____
Signature: typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	AS	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DAVILA, MANUEL	1.2 NAME	
STREET ADDRESS	412 MT. KEMBLE AVE.	1.3 STREET ADDRESS	See ATTACHED LIST
CITY-ST-ZIP	MORRISTON NJ	1.4 CITY-ST-ZIP	
TITLE	C	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MANDL, ALEX J	2.2 NAME	ARMSTRONG, C.M.
STREET ADDRESS	295 N. MAPLE AVE.	2.3 STREET ADDRESS	295 N MAPLE AVE
CITY-ST-ZIP	BASKING RIDGE NJ 07920-1002	2.4 CITY-ST-ZIP	BASKING RIDGE NJ 07920
TITLE	AS	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DUAH, ANTOINETTE A	3.2 NAME	
STREET ADDRESS	412 MT. KEMBLE AVE.	3.3 STREET ADDRESS	
CITY-ST-ZIP	MORRISTOWN NJ 07950	3.4 CITY-ST-ZIP	
TITLE	V	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	KILPATRIC, JAMES G	4.2 NAME	
STREET ADDRESS	295 N. MAPLE AVE.	4.3 STREET ADDRESS	
CITY-ST-ZIP	BASKING RIDGE NJ 07920	4.4 CITY-ST-ZIP	
TITLE	V	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PONDER, R.J.	5.2 NAME	Bennett, Harry
STREET ADDRESS	295 N. MAPLE AVE. ROOM 4342K2	5.3 STREET ADDRESS	295N MAPLE AVE
CITY-ST-ZIP	BASKING RIDGE NJ 07920	5.4 CITY-ST-ZIP	BASKING RIDGE NJ 07960
TITLE	SV	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ZEGLIS, JOHN D.	6.2 NAME	
STREET ADDRESS	295 NORTH MAPLE AVE. ROOM 434521	6.3 STREET ADDRESS	
CITY-ST-ZIP	BASKING RIDGE NJ	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 _____ DATE _____

CR2E034 (10/97)

AT&T COMMUNICATIONS INC.

Election Date 12/31/97 FEIN 22-2473192

ELECTED CORPORATION OFFICERS AND DIRECTORS

TITLE / NAME	BUSINESS ADDRESS
Chairman/Chief Executive Officer C. M. Armstrong	295 N. Maple Avenue Basking Ridge, NJ 07920
President/Chief Operating Officer John D. Zeglis	295 North Maple Avenue Room #4342L1 Basking Ridge, NJ 07920-1002
Senior Executive Vice President/CFO Daniel E. Somers	295 N. Maple Ave. Basking Ridge, NJ 07920
Senior Vice-President Jim G. Kilpatric	295 North Maple Avenue Room #3263D2 Basking Ridge, NJ 07920-1002
Vice-President Michael G.(Mike Antieri	795 Folsom Street Room #620 San Francisco, CA 94107
Vice-President Harry S. Bennett	295 North Maple Avenue Room #5164D2 Basking Ridge, NJ 07920
Vice-President Stephen Brazzell	222 Mt. Airy Road Basking Ridge, NJ 07920-2313
Vice-President Richard A.(Dick Bromley	795 Folsom Street RM 625 San Francisco, CA 94107
Vice-President J.M. (Michael) Brown	1120 20th Street, NW 10th Floor Washington DC 20036-3406
Vice-President Gary W. Burnett	1700 S. Patterson Blvd., WHQ Dayton, OH 45479
Vice-President David L. (Dave) Carney	295 North Maple Avenue Room #5104A3 Basking Ridge, NJ 07920-1002
Vice-President William J.(Jim) Carroll	1200 Peachtree St., NE Room #4170 Atlanta, GA 30309

AT&T COMMUNICATIONS INC.

Election Date 12/31/97 FEIN 22-2473192

ELECTED CORPORATION OFFICERS AND DIRECTORS

TITLE / NAME	BUSINESS ADDRESS
Vice-President Daniel L. (Dan) Clark	295 North Maple Avenue Room #625911 Basking Ridge, NJ 07920-1002
Vice-President John H. Davis	One Oak Way Room #4ED118 Berkeley Heights, NJ 07922
Vice-President R. S. (Steve) Davis, II	295 North Maple Ave. Room #3252J1 Basking Ridge, NJ 07920
Vice-President F. W. Delfer III	295 N. Maple Ave. Basking Ridge, NJ 07920
Vice-President Kathleen B. Earley	400 Interplace Parkway Room #B4C12 Parsippany, NJ 07054
Vice-President Richard P.(Dick) Falcone	295 North Maple Avenue Room #5406A3 Basking Ridge, NJ 07920-1002
Vice-President R. Harrison	900 Rt. 202/206 Bedminster, NJ 07921
Vice-President L. Hedg-path	95 Folsom Street San Francisco, CA 94107
Vice-President Thomas J. (Tom) Herr	One Oak Way Room #4ED108 Berkeley Heights, NJ 07922
Vice-President C. S. Holtz	95 N. Maple Ave. Basking Ridge, NJ 07920
Vice-President Frank Ianna	295 N. Maple Ave. Basking Ridge, NJ 07920
Vice-President David Jefferson	32 Avenue of the Americas New York, NY 10013
Vice-President Alan G. Jones	295 North Maple Ave. Room #5164A2 Basking Ridge, NJ 07920-1002

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Election Date 12/31/97 FEIN 22-2473192

ELECTED CORPORATION OFFICERS AND DIRECTORS

TITLE / NAME	BUSINESS ADDRESS
Vice-President William K.(Bill Ketchum	227 West Monroe Street Room #1300 Chicago, IL 60606
Vice-President Donna A. Lee	227 West Monroe Street Suite 1300 Chicago, IL 60606
Vice-President Richard J.(Dick Lombardi	2020 K. Street, NW Washington, DC 20006-1817
Vice-President Gerald M.(Jerry Lowrie	1120 20th Street, N.W. Suite 1000 Washington DC 20036-3406
Vice-President B. B. Manzi	295 N. Maple Ave. Basking Ridge, NJ 07920
Vice-President Judith A.(Judy) Maynes	295 North Maple Avenue Room 3233C2 Basking Ridge, NJ 07920-1002
Vice-President Gail J. McGovern	295 North Maple Ave Room #4345LI Basking Ridge, NJ 07920
Vice-President J. A. McMaster	295 N. Maple Ave. Basking Ridge, NJ 07920
Vice-President Howard E. McNally	295 North Maple Ave. Room #1248M2 Basking Ridge, NJ 07962
Vice-President R. S. Miller	340 Mt. Kemble Ave. Morristown, NJ 07960
Vice-President T. L. Murray	55 Corporate Drive Bridgewater, NJ 08807
Vice-President P. Osman	295 N. Maple Ave. Basking Ridge, NJ 07920
Vice-President B. Peda	55 Corporate Drive Bridgewater, NJ 08807

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Election Date 12/31/97 FEIN 22-2473192

ELECTED CORPORATION OFFICERS AND DIRECTORS

TITLE / NAME	BUSINESS ADDRESS
Vice-President John C. Petrillo	295 North Maple Avenue Room #444513 Basking Ridge, NJ 07920-1002
Vice-President Thomas R. (Tom) Phillips	227 West Monroe Street Floor 13 Chicago, IL 60606-5017
Vice-President R. M. Robinson	1200 Peachtree Street Atlanta, GA 30309
Vice-President Mark C. Rosenblum	295 North Maple Avenue Room #3244J1 Basking Ridge, NJ 07920-1002
Vice-President D. H. Schulman	295 N. Maple Ave. Basking Ridge, NJ 07920
Vice-President J. L. Scites	900 Rt. 202/206 Bedminster, NJ 07921
Vice-President L. Seese	900 Rt. 202/206 Bedminster, NJ 07921
Vice-President Kenneth E.(Ken) Sichau	55 Corporate Drive Room #14A01 Bridgewater, NJ 08807
Vice-President W. A. Stake	295 N. Maple Ave. Basking Ridge, NJ 07920
Vice-President Daniel Stark	295 North Maple Avenue Room #3230B2 Basking Ridge, NJ 07920
Vice-President Maureen B. Tart	295 North Maple Ave Room #4434B2 Basking Ridge, NJ 07920
Vice-President Jeffrey (Jeff) Weitzen	295 N. Maple Ave. Basking Ridge, NJ 07920
Vice-President J. Wren	5501 LBJ Freeway Dallas, TX 75240
Secretary Robert S. Feit	131 Morristown Rd. Bldg.A Rm.A2035 Basking Ridge, NJ 07920-1002

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ELECTED CORPORATION OFFICERS AND DIRECTORS

TITLE / NAME	BUSINESS ADDRESS
Treasurer Edward M. Dwyer	295 N. Maple Ave Basking Ridge, NJ 07920
Assistant Secretary S. E. Anderson	1200 Peachtree Street Atlanta, GA 30309
Assistant Secretary Barbara M. Babiak	1 Oak Way Room 3EA163 Berkeley Heights, NJ 07922
Assistant Secretary Ephraim M. Brecher	412 Mt. Kemble Avenue, PO Box 1995 Room S267 Morristown, NJ 07962-1995
Assistant Secretary Roger A. Briney	1120 20th Street, N.W. Room 640 South Washington, DC 20036-3406
Assistant Secretary Gene V. Coker	1200 Peachtree Street, N.E. Atlanta, GA 30309
Assistant Secretary William A. Davis, II	227 West Monroe Chicago, IL 60606
Assistant Secretary Deborah S. Droller	3033 Chain Bridge Road Oakton, VA 22185
Assistant Secretary Antoinette A. Duah	412 Mt. Kemble Avenue Room S287 Morristown, NJ 07960
Assistant Secretary Oscar C. Epps	227 West Monroe Floor 6N Chicago, IL 60606
Assistant Secretary J. Faillaci	295 N. Maple Ave. Basking Ridge, NJ 07920
Assistant Secretary George M. Foss	150 Mt. Airy Road Basking Ridge, NJ 07920
Assistant Secretary John J. Hopkins	295 N. Maple Ave. Basking Ridge, NJ 07920
Assistant Secretary J. P. Li	295 N. Maple Ave. Basking Ridge, NJ 07920

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ELECTED CORPORATION OFFICERS AND DIRECTORS

TITLE / NAME	BUSINESS ADDRESS
Assistant Secretary Bridgette Link	412 Mt. Kemble Ave. C252 Morristown, NJ 07960
Assistant Secretary W.R. McCarey	3033 Chainbridge Road Oakton, VA 22185
Assistant Secretary Thomas H. W. Sawyer	227 West Monroe Street Chicago, IL 60606
Assistant Secretary Richard J. Sinton	412 Mt. Kemble Ave. Morristown, NJ 07960
Assistant Secretary B. E. Stuhr	295 N. Maple Ave. Basking Ridge, NJ 07920
Assistant Secretary Jeff Tutnauer	412 Mt. Kemble Avenue Room C250 Morristown, NJ 07960
Assistant Secretary Frederick F. Wallach	32 Avenue of Americas New York, NY 10013
Assistant Secretary B. H. Walling, Jr.	32 Avenue of the Americas New York, NY 20013
Assistant Secretary Gary Wiggins	412 Mt. Kemble Ave. Room S209 Morristown, NJ 07960
Assistant Secretary J. Wright	295 N. Maple Ave. Basking Ridge, NJ 07920
Assistant Secretary G. D. Zuckerman	32 Avenue of the Americas New York, NY 20013
DIRECTORS	
Director Daniel E. Somers	295 N. Maple Ave. Basking Ridge, NJ 07920
Director Maureen B. Tart	295 North Maple Ave Room #4434B2 Basking Ridge, NJ 07920

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ELECTED CORPORATION OFFICERS AND DIRECTORS

TITLE / NAME

BUSINESS ADDRESS

Director

John D. Zeglis

295 North Maple Avenue

Room #4342L1

Basking Ridge, NJ 07920-1002
