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**May 15 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 # P07323 (9)**  
1. Corporation Name  
**AT&T CREDIT HOLDINGS, INC.**



Principal Place of Business Mailing Address  
**44 WHIPPANY ROAD MORRISTOWN, NJ. 07960** **44 WHIPPANY ROAD MORRISTOWN, NJ. 07960-4558**

3. Date Incorporated or Qualified <b>09/06/1985</b>	3a. Date of Last Report <b>05/01/1996</b>
4. FEI Number <b>13-3240679</b>	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input 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 Country	29 Zip Country
25	30

9. Name and Address of Current Registered Agent  
**THE PRENTICE HALL CORPORATION SYSTEM  
1201 HAYS STREET  
SUITE 105  
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	<b>FL</b>

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

TITLE	VP	<input type="checkbox"/> DELETE
NAME	HESELINK, ANN P.	
STREET ADDRESS	44 WHIPPANY ROAD	
CITY - ST - ZIP	MORRISTOWN, NJ.	
TITLE	C	<input type="checkbox"/> DELETE
NAME	PRENDERGAST, S L	
STREET ADDRESS	ONE OAK WAY	
CITY - ST - ZIP	BERKELY HGTS NJ	
TITLE	AVP	<input type="checkbox"/> DELETE
NAME	GAINES, MICHAEL A.	
STREET ADDRESS	44 WHIPPANY ROAD	
CITY - ST - ZIP	MORRISTOWN, NJ.	
TITLE	SVP	<input type="checkbox"/> DELETE
NAME	ANDREWS, EDWARD W JR	
STREET ADDRESS	44 WHIPPANY ROAD	
CITY - ST - ZIP	MORRISTOWN, NJ. 07960	
TITLE	T	<input type="checkbox"/> DELETE
NAME	WALSH, FLORENCE L	
STREET ADDRESS	295 NORTH MAPLE AVE	
CITY - ST - ZIP	BASKING RIDGE NJ	
TITLE	S	<input type="checkbox"/> DELETE
NAME	WASSER, MARILYN J.	
STREET ADDRESS	400 INTERPACE PARKWAY	
CITY - ST - ZIP	PARSIPPANY NJ	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY - ST - ZIP	

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]*  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

5-1-97 201-397-3000  
Date Daytime Phone #

CR2E034 (9/96)

# AT&T CREDIT HOLDINGS, INC. OFFICERS

<i>NAME &amp; SOCIAL SECURITY #</i>	<i>TITLE</i>	<i>BUSINESS ADDRESS</i>	<i>RESIDENTIAL ADDRESS</i>
STEPHEN L. PENDERGAST 010-32-0020	CHAIRMAN AND CHIEF EXECUTIVE OFFICER	295 NORTH MAPLE AVE. BASKING RIDGE, NJ 07920	VAN BUREN ROAD (NO#) MORRISTOWN, NJ 07960
EPHRAIM M. BRECHER 111-44-6531	VICE PRESIDENT	412 MOUNT KEMBLE AVENUE MORRISTOWN, NJ 07960	2101 AVENUE U BROOKLYN, NY 11210
BERNARD G. RAGLAND 227-38-9856	VICE PRESIDENT	340 MOUNT KEMBLE AVE. MORRISTOWN, NJ 07960	2 CLARA COURT MADISON, NJ 07940
NICHOLAS S. CYPRUS 146-48-0581	VICE PRESIDENT AND CONTROLLER	340 MOUNT KEMBLE AVENUE MORRISTOWN, NJ 07960	518 WILLIAM STREET SCOTCH PLAINS, NJ 07076
MARILYN J. WASSER 285-42-1341	VICE PRESIDENT AND SECRETARY	400 INTERPACE PARKWAY PARSIPPANY, NJ 07054	9 CHARLOTTE HILL DRIVE BERNARDSVILLE, NJ 07924
EDWARD W. ANDREWS, JR. 155-36-2065	VICE PRESIDENT	44 WHIPPANY ROAD MORRISTOWN, NJ 07960	82 BRAEMAR DRIVE WAYNE, NJ 07470
EDWARD F. GROMEK 142-40-3506	VICE PRESIDENT	44 WHIPPANY ROAD MORRISTOWN, NJ 07960	31 WESTGATE DRIVE EDISON, NJ 08820
ANN P. HESSELINK 568-96-3766	VICE PRESIDENT	44 WHIPPANY ROAD MORRISTOWN, NJ 07960	27 BALANTINE ROAD MENDHAM, NJ 07945
FLORENCE L. WALSH 220-46-3855	VICE PRESIDENT AND TREASURER	295 NORTH MAPLE AVE. BASKING RIDGE, NJ 07920	300 SKYRIDGE ROAD FRANKLIN LAKES, NJ 07417
DAVID BARACH 349-44-5679	ASSISTANT TREASURER	295 NORTH MAPLE AVE. BASKING RIDGE, NJ 07920	68 CEDAR AVE. HIGHLAND PARK, NJ 08904
H. JOHN HOKENSON 342-42-7905	ASSISTANT VICE PRESIDENT AND ASSISTANT SECRETARY	131 MORRISTOWN ROAD BASKING RIDGE, NJ 07920	63 POLLARD ROAD MOUNTAIN LAKES, NJ 07046
ROBERT A. MAYNES 045-36-5122	ASSISTANT VICE PRESIDENT AND ASSISTANT SECRETARY	131 MORRISTOWN ROAD BASKING RIDGE, NJ 07920	R.D.#1 BOX 90A, LEE'S HILL ROAD BASKING RIDGE, NJ 07920
ROBERT S. FEIT 124-58-8835	ASSISTANT VICE PRESIDENT AND ASSISTANT SECRETARY	131 MORRISTOWN ROAD BASKING RIDGE, NJ 07920	241 WASHINGTON AVE. CHATHAM, NJ 07928
PETER M. SUZUKI 217-72-4270	ASSISTANT VICE PRESIDENT AND ASSISTANT SECRETARY	131 MORRISTOWN ROAD BASKING RIDGE, NJ 07920	12 DEBARRY PLACE SUMMIT, NJ 07920
MICHAEL A. GAINES 138-56-9625	ASSISTANT VICE PRESIDENT - INCOME TAXES	44 WHIPPANY ROAD MORRISTOWN, NJ 07960	30 McBRIDE WAY BRIDGEWATER, NJ 08807
LOUIS B. FONTANA 483-58-4906	ASSISTANT SECRETARY	44 WHIPPANY ROAD MORRISTOWN, NJ 07960	3 WAKEFIELD DR. HACKETSTOWN, NJ 07840

# AT&T CREDIT HOLDINGS, INC. DIRECTORS

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