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FILED
May 28 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998	FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT #
 1. Corporation Name P07323
 AT&T CREDIT HOLDINGS, INC.

Principal Place of Business 44 WHIPPANY ROAD MORRISTOWN NJ 07962-1983	Mailing Address 44 WHIPPANY ROAD MORRISTOWN NJ 07962-1983
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 09/06/85	4. FEI Number 133240679	Applied For <input type="checkbox"/> Not Applicable
2. Principal Place of Business 21 Sulte, Apt. #, etc.	2a. Mailing Address 26 Sulte, Apt. #, etc.	6. Certificate of Status Desired <input type="checkbox"/> \$8.75 Additional Fee Required
22 City & State	27 City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> \$5.00 May Be Added to Fees
23 Zip Country	28 Zip Country	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No

21 Sulte, Apt. #, etc.	26 Sulte, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
 1200 SOUTH PINE ISLAND ROAD
 PLANTATION, FLORIDA 33324

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

11. Pursuant to the provisions of Sections 607.0502 and 607.1608, 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, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE

12. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE SEE ATTACHED SCHEDULE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition SEE ATTACHED SCHEDULE
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition 400002540074 -05/29/98--01004--031 ***165.00
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition 4/28
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
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)(f), 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]* 4/28/98
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR (973) 397-3000
 Date Daytime Phone #

CR2E034 (10/97)

AT&T CREDIT HOLDINGS, INC. OFFICERS

<i>NAME & SOCIAL SECURITY #</i>	<i>TITLE</i>	<i>BUSINESS ADDRESS</i>	<i>RESIDENTIAL ADDRESS</i>
EDWARD M. DWYER 292-50-8300	CHAIRMAN AND CHIEF EXECUTIVE OFFICER	295 NORTH MAPLE AVE. BASKING RIDGE, NJ 07920	110 WITHERSPOON STREET WHITE HOUSE STATION, NJ 08889
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
ERROL A. HARRIS 104-50-9004	VICE PRESIDENT AND TREASURER	1 OAK WAY BERKLEY HEIGHTS, NJ 07922	13 DALLARDA DRIVE PO BOX 1415 ALLAMUCHY, NJ 07820
EDWARD W. ANDREWS, JR. 155-36-2065	VICE PRESIDENT	44 WHIPPANY ROAD MORRISTOWN, NJ 07960	82 BRAEMAR DRIVE WAYNE, NJ 07470
EPHRAIM M. BRECHER 111-44-6531	VICE PRESIDENT	412 MOUNT KEMBLE AVENUE MORRISTOWN, NJ 07960	2101 AVENUE U BROOKLYN, NY 11210
K. LEONARD 146-58-1753	VICE PRESIDENT	412 MOUNT KEMBLE AVENUE MORRISTOWN, NJ 07960	7 GRAYDON PLACE FLANDERS, NJ 07836
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
MICHAEL A. GAINES 138-56-9625	ASSISTANT VICE PRESIDENT - INCOME TAXES	44 WHIPPANY ROAD MORRISTOWN, NJ 07960	30 McBRIDE WAY BRIDGEWATER, NJ 08807
H. JOHN HOKENSON 542-42-7905	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
LOUIS B. FONTANA 483-58-4906	ASSISTANT SECRETARY	44 WHIPPANY ROAD MORRISTOWN, NJ 07960	3 WAKEFIELD DR. HACKETSTOWN, NJ 07840
ANTOINETTE A. DUAH 143-68-7222	ASSISTANT SECRETARY	412 MOUNT KEMBLE AVENUE MORRISTOWN, NJ 07960	48 GATEHOUSE LANE EDISON, NJ 08820
JEFF TUTNAUER	ASSISTANT SECRETARY	412 MOUNT KEMBLE AVENUE MORRISTOWN, NJ 07960	3 TROY COURT EAST BRUNSWICK, NJ 08816
D. BARACH 349-44-5679	ASSISTANT TREASURER	295 N MAPLE AVENUE BASKING RIDGE 07920	68 CEDAR AVE HIGHLAND PARK, NJ 08904

**AT&T CREDIT HOLDINGS, INC.
DIRECTORS**

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