


FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Apr 24 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 # P12899 (1)
 1. Corporation Name
BELL ATLANTIC CREDIT CORPORATION



Principal Place of Business 200 PARK AVE. NEW YORK NY 10017 US	Mailing Address 1095 AVE OF AMERICAS ROOM 3142 NY NY 10036 US
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DO NOT WRITE IN THIS SPACE

21 Principal Place of Business	26 Mailing Address
Suite, Apt #, etc	Suite, Apt #, etc
City & State	City & State
Zip	Zip
Country	Country

3. Date Incorporated or Qualified 01/14/1987
4. FEI Number 13-3299052
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 type="checkbox"/> No

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324

10. Name and Address of New Registered Agent

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

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	PD <input checked="" type="checkbox"/> DELETE
NAME	LUCEY, RICHARD E.
STREET ADDRESS	200 PARK AVE.
CITY-ST-ZIP	NEW YORK NY 10017
TITLE	VS <input type="checkbox"/> DELETE
NAME	FLYNN, MICHAEL D
STREET ADDRESS	200 PARK AVE.
CITY-ST-ZIP	NEW YORK NY 10017
TITLE	AC <input type="checkbox"/> DELETE
NAME	GRIGOLEIT, ROSLYN
STREET ADDRESS	1111 WESTCHESTER AVENUE
CITY-ST-ZIP	WHITE PLAINS NY
TITLE	D <input type="checkbox"/> DELETE
NAME	SALERNO, FREDERIC V
STREET ADDRESS	1095 AVE OF THE AMERICAS
CITY-ST-ZIP	NY NY
TITLE	VPT <input type="checkbox"/> DELETE
NAME	KRAKOWSKI, RICHARD F
STREET ADDRESS	200 PARK AVE 33RD FL
CITY-ST-ZIP	NY NY
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	SEE STATEMENT #1
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	SEE STATEMENT #1
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 checked="" type="checkbox"/> Addition
6.2 NAME	SEE STATEMENT #1
6.3 STREET ADDRESS	
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: *Robert J. Burden* Robert J. Burden 4/10/98 212-499-3702

CR2E034 (10/97)

**BELL ATLANTIC CREDIT CORPORATION
A STATEMENT ATTACHED TO AND MADE PART OF THE
FLORIDA ANNUAL REPORT FOR 1998**

FEIN: 13-3299062

STATEMENT #1

Page 1-Name and Business Address of Current Officers and Directors:

OFFICERS:

<u>NAME</u>	<u>TITLE</u>	<u>BUSINESS ADDRESS</u>	<u>EXPIRATION OF TERM</u>
Thomas J. Cowhey	President	200 Park Avenue-33rd Floor New York, NY 10166	PERPETUAL
James J. Jordan	V.P.-Investments	200 Park Avenue -33rd Floor New York, NY 10166	PERPETUAL
Michael D. Flynn	V.P.-General Counsel & Secretary	200 Park Avenue-33rd Floor New York, NY 10166	PERPETUAL
Richard F. Krakowski	V.P.-Treasurer & Comptroller	200 Park Avenue-33rd Floor New York, NY 10166	PERPETUAL
Peter D. Rutherford	V.P.-Investments	200 Park Avenue-33rd Floor New York, NY 10166	PERPETUAL
Gregory L. Borges	V.P.-Investments	200 Park Avenue-33rd Floor New York, NY 10166	PERPETUAL
Marva M. Levine	Assistant Secretary	200 Park Avenue-33rd Floor New York, NY 10166	PERPETUAL
Roslyn G. Grigoleit	Assistant Comptroller	1095 Avenue of the Americas-31st Floor New York, NY 10036	PERPETUAL
Christine A. Hillery	Assistant Comptroller	1095 Avenue of the Americas-31st Floor New York, NY 10036	PERPETUAL
Richard Weiss	Assistant Comptroller	1095 Avenue of the Americas-31st Floor New York, NY 10036	PERPETUAL
Robert J. Burden	Assistant Comptroller	200 Park Avenue-33rd Floor New York, Ny 10036	PERPETUAL

DIRECTORS:

William F. Heitmann	Director	1095 Avenue of the Americas New York, NY 10036	PERPETUAL
Thomas J. Cowhey	Director	200 Park Avenue-33rd Floor New York, NY 10166	PERPETUAL
Victor Gomperts	Director	1095 Avenue of the Americas New York, NY 10036	PERPETUAL
Mel Meskin	Director	1095 Avenue of the Americas New York, NY 10036	PERPETUAL
Frederic V. Salerno	Director	1095 Avenue of the Americas New York, NY 10036	PERPETUAL