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1989 APR -9 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 # P27394 (6)
 1. Corporation Name
AT&T UNIVERSAL CARD SERVICES CORP.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 412 MT. KEMBLE AVENUE 8287 MORRISTOWN NJ 07860 US	Mailing Address 412 MT. KEMBLE AVENUE S 287 MORRISTOWN NJ 07860 US
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3. Date Incorporated or Qualified 12/21/1989	
4. FEI Number 22-3013787	Applied For <input type="checkbox"/> 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 checked="" 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	29
25	30

9. Name and Address of Current Registered Agent
**THE PRENTICE HALL CORPORATION SYSTEM INC.
 1201 HAYES ST.
 STE. #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 RD	
83	
84 City PLANTATION	85 Zip Code FL 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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	SVP <input type="checkbox"/> DELETE
NAME	KELEGHAN, KEVIN
STREET ADDRESS	8775 BAYPINE RD.
CITY-ST-ZIP	JACKSONVILLE FL 32256
TITLE	T <input type="checkbox"/> DELETE
NAME	PRENDERGAST, STEPHEN L
STREET ADDRESS	ONE OAK WAY
CITY-ST-ZIP	BERKLEY HEIGHTS NJ 07822
TITLE	AS <input type="checkbox"/> DELETE
NAME	DUAH, ANTOINETTE A.
STREET ADDRESS	412 MT. KEMBLE AVENUE
CITY-ST-ZIP	MORRISTOWN NJ
TITLE	CEV <input type="checkbox"/> DELETE
NAME	HINES, GERALD A
STREET ADDRESS	8787 BAYPINE RD.
CITY-ST-ZIP	JACKSONVILLE FL 32256
TITLE	SRV <input type="checkbox"/> DELETE
NAME	KELEGHAN, KEVIN
STREET ADDRESS	8775 BAYPINE RD.
CITY-ST-ZIP	JACKSONVILLE FL 32256
TITLE	SRV <input type="checkbox"/> DELETE
NAME	KEUBLER, ALFRED W
STREET ADDRESS	8787 BAYPINE RD., #4-4-275S
CITY-ST-ZIP	JACKSONVILLE FL 32256

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 See ATTACHED LIST
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 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.

[Handwritten signatures and dates] 3/25/98 1224

CR2E034 (10/97)

AT&T UNIVERSAL CARD SERVICES CORPORATION

Election Date 7/1/97 FEIN 22-3013787

ELECTED CORPORATION OFFICERS AND DIRECTORS

TITLE / NAME	BUSINESS ADDRESS
Chairman of the Board/President/CEO Richard J. Srednick	
Executive Vice-president Daniel DeMeo	
Executive Vice-president Anthony E. Jennings	
Senior Vice-President/CFO Kenneth Vecchione	
Senior Vice-President Thomas Fero	
Senior Vice-President Mary Kay Gilbert	AT&T Universal Card Services Corp. 8787 Baypine Road Jacksonville, FL 32256
Senior VP/General Counsel/Secretary Walter M. Korchun	8775 Baypine Road Jacksonville, FL 32256
Senior Vice-President James W. Selzer	8787 Baypine Road Jacksonville, FL 32256
Treasurer S. Lawrence Prendergast	295 North Maple Avenue Room #7149M2 Basking Ridge, NJ 07920
Assistant Secretary Ephraim M. Brecher	412 Mt. Kemble Avenue, PO Box 1995 Room S267 Morristown, NJ 07962-1995
Assistant Secretary Deborah Brennan-Magri	
Assistant Secretary Antoinette A. Duah	412 Mt. Kemble Avenue Room S287 Morristown, NJ 07960
Assistant Secretary Norman E. Gamble	8787 Baypine Road Jacksonville, FL 32256
Assistant Secretary Elaine Hanson	

AT&T UNIVERSAL CARD SERVICES CORPORATION

Election Date 7/1/97 FEIN 22-3013787

ELECTED CORPORATION OFFICERS AND DIRECTORS

TITLE / NAME	BUSINESS ADDRESS
Assistant Secretary Bridgette Link	412 Mt. Kemble Ave. C252 Morristown, NJ 07960
Assistant Secretary Duncan Mitchell	8775 Baypine Road Jacksonville, FL 32256
Assistant Secretary Julie D. Nelson	8787 Baypine Road Jacksonville, FL 32256
Assistant Secretary Jeff Tutnauer	412 Mt. Kemble Avenue Room C250 Morristown, NJ 07960
Assistant Secretary Gary Wiggins	412 Mt. Kemble Ave. Room S209 Morristown, NJ 07960
Supplier Management Vice President Herwig Baumann	
Supplier Management Director James Mills	
Supplier Management District Manager William Hahn	
Supplier Manager Mark Collins	
Supplier Manager Paul Rowland	
Senior Contract Specialist Joseph Santora	
Contract Specialist Gregory Clover	
Contract Specialist Stephanie Crenshaw	
DIRECTORS	
Director Anthony E. Jennings	
Director Richard J.(Dick Martin	295 North Maple Avenue Room #2329H2 Basking Ridge, NJ 07920-1002

AT&T UNIVERSAL CARD SERVICES CORPORATION

Election Date 7/1/97 FEIN 22-3013787

ELECTED CORPORATION OFFICERS AND DIRECTORS

TITLE / NAME	BUSINESS ADDRESS
Director James J. (Jim) Meenan	AT&T Canada 320 Front St. W Toronto, ON M5V3C4
Director S. Lawrence Prendergast	295 North Maple Avenue Room #7149M2 Basking Ridge, NJ 07920
Director Richard J. Srednick	
Director Kenneth Vecchione	