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1989 APR -9 AM 10:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



DO NOT WRITE IN THIS SPACE

PROFIT CORPORATION ANNUAL REPORT <b>1998</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # **P27394** (6)

1. Corporation Name

**AT&T UNIVERSAL CARD SERVICES CORP.**

Principal Place of Business

Mailing Address

**412 MT. KEMBLE AVENUE  
8287  
MORRISTOWN NJ 07960  
US**

**412 MT. KEMBLE AVENUE  
S 287  
MORRISTOWN NJ 07960  
US**

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

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**THE PRENTICE HALL CORPORATION SYSTEM INC.  
1201 HAYES ST.  
STE. #105  
TALLAHASSEE FL 32301**

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

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	<b>SVP</b>	<input type="checkbox"/> DELETE
NAME	<b>KELEGHAN, KEVIN</b>	
STREET ADDRESS	<b>8775 BAYPINE RD.</b>	
CITY-ST-ZIP	<b>JACKSONVILLE FL 32256</b>	

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	<b>See ATTACHED LIST</b>
1.4 CITY-ST-ZIP	

TITLE	<b>T</b>	<input type="checkbox"/> DELETE
NAME	<b>PRENDERGAST, STEPHEN L</b>	
STREET ADDRESS	<b>ONE OAK WAY</b>	
CITY-ST-ZIP	<b>BERKLEY HEIGHTS NJ 07922</b>	

2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	

TITLE	<b>AS</b>	<input type="checkbox"/> DELETE
NAME	<b>DUAH, ANTOINETTE A.</b>	
STREET ADDRESS	<b>412 MT. KEMBLE AVENUE</b>	
CITY-ST-ZIP	<b>MORRISTOWN NJ</b>	

3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	

TITLE	<b>CEV</b>	<input type="checkbox"/> DELETE
NAME	<b>HINES, GERALD A</b>	
STREET ADDRESS	<b>8787 BAYPINE RD.</b>	
CITY-ST-ZIP	<b>JACKSONVILLE FL 32256</b>	

4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	

TITLE	<b>SRV</b>	<input type="checkbox"/> DELETE
NAME	<b>KELEGHAN, KEVIN</b>	
STREET ADDRESS	<b>8775 BAYPINE RD.</b>	
CITY-ST-ZIP	<b>JACKSONVILLE FL 32256</b>	

5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	

TITLE	<b>SRV</b>	<input type="checkbox"/> DELETE
NAME	<b>KEUBLER, ALFRED W</b>	
STREET ADDRESS	<b>8787 BAYPINE RD., #4-4-275S</b>	
CITY-ST-ZIP	<b>JACKSONVILLE FL 32256</b>	

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.

CR2E034 (10/97)

**AT&T UNIVERSAL CARD SERVICES CORPORATION**

Election Date 7/1/97 FEIN 22-3013787

**ELECTED CORPORATION OFFICERS AND DIRECTORS**

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

### 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**

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