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FILED
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 # P29459 (5)
 1. Corporation Name
MCIMETRO ACCESS TRANSMISSION SERVICES, INC.



Principal Place of Business: **2400 N. GLENVILLE DR RICHARDSON TX 75082 US**
 Mailing Address: **1133 19TH ST NW ATTN: INCOME TAX DEPT. WASHINGTON DC 20036-9604**

3. Date Incorporated or Qualified: **05/21/1990** 3a. Date of Last Report: **05/01/1996**
 4. FEI Number: **52-1669935** Applied For: Not Applicable
 5. Certificate of Status Desired: **\$8.75 Additional Fee Required**
 6. Election Campaign Financing Trust Fund Contribution: **\$5.00 May Be Added to Fees**
 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business: **21** Suite, Apt. #, etc. **22** City & State **23** Zip **24** Country **25**
 2a. Mailing Address: **26** Suite, Apt. #, etc. **27** City & State **28** Zip **29** Country **30**

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

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 607.1508 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 | CD <input type="checkbox"/> DELETE |
| NAME | GERDELMAN, JOHN |
| STREET ADDRESS | 1801 PA AVENUE NW |
| CITY - ST - ZIP | WASHINGTON DC |
| TITLE | VPT <input type="checkbox"/> DELETE |
| NAME | QUINN, JOHN |
| STREET ADDRESS | 2400 N GLENVILLE DR |
| CITY - ST - ZIP | RICHARDSON TX |
| TITLE | VP <input type="checkbox"/> DELETE |
| NAME | CHARLES W. RAU |
| STREET ADDRESS | 1133 19TH STREET, N.W. |
| CITY - ST - ZIP | WASHINGTON DC |
| TITLE | AS <input type="checkbox"/> DELETE |
| NAME | FREITAG, EDWARD |
| STREET ADDRESS | 1133 19TH STREET N |
| CITY - ST - ZIP | WASHINGTON DC |
| TITLE | PD <input type="checkbox"/> DELETE |
| NAME | DAVIS, NATE |
| STREET ADDRESS | 1650 TYSONS BLVD |
| CITY - ST - ZIP | MCLEAN VA |
| TITLE | D <input type="checkbox"/> DELETE |
| NAME | ROWNY, MICHAEL |
| STREET ADDRESS | 1801 PA AVENUE NW |
| CITY - ST - ZIP | WASHINGTON DC |

| 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, unchanged, or on an attachment with an address.

SIGNATURE: _____ **CHARLES W. RAU** **4/28/97 202-736-6000**
 VICE PRESIDENT
 DATE: _____ DAYTIME PHONE: _____

CR2E034 (9/96)