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

FLORIDA DEPARTMENT OF STATE

PROFIT

8TF FL32381F.1

May 28 1998 8:00am CORPORATION Sandra B. Mortham ANNUAL REPORT Secretary of State Secretary of State 1998 DIVISION OF CORPORATIONS DOCUMENT # 1. Corporation Name AT&T CAPITAL HOLDINGS INTERNATIONAL, INC. Principal Place of Business Mailing Address 44 WHIPPANY ROAD 44 WHIPPANY ROAD DO NOT WRITE IN THIS SPACE MORRISTOWN NJ 07962-1983 MORRISTOWN NJ 07962-1983 3. Date Incorporated or Qualified 03/27/91 Principal Place of Business 2a. Mailing Address FEI Number Applied For 22-3022021 Not Applicable 21 Suite, Apt. #, etc. Suite, Apt. #, etc. \$8.75 Additional Certificate of Status Desired Fee Required 27 City & State City & State \$5.00 May Be **Election Campaign Financing** Trust Fund Contribution Added to Fees Country Zip Country Zip 8. This corporation owes or has paid the current year intangible Personal Property Tax due June 30. Yes X No 10. Name and Address of New Registered Agent 9. Name and Address of Current Registered Agent CT CORPORATION SYSTEM Street Address (P.O. Box Number is Not Acceptable) 1200 SOUTH PINE ISLAND ROAD PLANTATION, FLORIDA 33324 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, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating) DATE 12. OFFICERS AND DIRECTORS ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 13. CR2E034 (10/97) TITLE DELETE 1.1 TITLE Change Addition NAME SEE ATTACHED SCHEDULE 1.2 NAME SEE ATTACHED SCHEDULE STREET ADDRESS 1.3 STREET ADDRESS CITY - ST - ZIP 1.4 CITY - ST - ZIP TITLE DELETE 2.1 TITLE Change Addition NAME 2.2 NAME STREET ADDRESS 2.3 STREET ADDRESS CITY - ST - ZIP 2.4 CITY - ST - ZIP 3.1 TITLE STODE Chappe To Addition DELETE NAME 3.2 NAME -05/29/98---01004--030 STREET ADDRESS 3.3 STREET ADDRESS ***165,00 CITY - ST - ZIP 3.4 CITY - ST - ZIP TITLE DELETE 4.1 TITLE Addition Change NAME 4.2 NAME 4.3 STREET ADDRESS STREET ADDRESS CITY - ST - ZIP 4.4 CITY - ST - ZIP TITLE 5.1 TITLE DELETE NAME 5.2 NAME STREET ADDRESS **5.3 STREET ADDRESS** CITY - ST - ZIP 5.4 CITY - ST - ZIP 6.1 TITLE TITLE DELETE Change Addition NAME 6.2 NAME STREET ADDRESS **6.3 STREET ADDRESS** CITY - ST - ZIP 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 807, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, open an attack. (973)397-3000

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

FILED

Daytime Phone #

AT&T CAPITAL HOLDINGS INTERNATIONAL, INC. OFFICERS

NAME & SOCIAL SECURITY #	TITLE	BUSINESS ADDRESS	RESIDENTIAL ADDRESS
EDWARD M. DWYER	CHAIRMAN AND	295 NORTH MAPLE AVE.	110 WITHERSPOON STREET
282-50-8300	CHIEF EXECUTIVE OFFICER	BASKING RIDGE, NJ 07920	WHITE HOUSE STATION, NJ 06889
NICHOLAS S. CYPRUS	VICE PRESIDENT AND CONTROLLER	340 MOUNT KEMBLE AVENUE	518 WILLIAM STREET
148-48-0581		MORRISTOWN, NJ 07960	SCOTCH PLAINS, NJ 07076
MARILYN J. WASSER	VICE PRESIDENT AND SECRETARY	400 INTERPACE PARKWAY	9 CHARLOTTE HILL DRIVE
285-42-1341		PARSIPPANY, NJ 07054	BERNARDSVILLE, NJ 07924
ERROL A. HARRIS	VICE PRESIDENT AND TREASURER	1 OAK WAY	13 DALLARDA DRIVE
104-50-9004		BERKLEY HEIGHTS, NJ 07922	PO BOX 1415 ALLAMUCHY, NJ 07820
EDWARD W. ANDREWS, JR.	VICE PRESIDENT	44 WHIPPANY ROAD	82 BRAEMAR DRIVE
155-38-2065		MORRISTOWN, NJ 07960	WAYNE, NJ 07470
EPHRAIM M. BRECHER	VICE PRESIDENT	412 MOUNT KEMBLE AVENUE	2101 AVENUE U
111-44-6531		MORRISTOWN, NJ 07960	BROOKLYN, NY 11210
K. LEONARD	VICE PRESIDENT	412 MOUNT KEMBLE AVENUE	7 GRAYDON PLACE
146-58-1753		MORRISTOWN, NJ 07960	FŁANDERS, NJ 07836
ROBERT S. FEIT	ASSISTANT VICE PRESIDENT AND ASSISTANT SECRETARY	131 MORRISTOWN ROAD	241 WASHINGTON AVE.
124-58-8835		BASKING RIDGE, NJ 07920	CHATHAM, NJ 07928
MICHAEL A. GAINES	ASSISTANT VICE PRESIDENT -	44 WHIPPANY ROAD	30 McBRIDE WAY
138-58-9625		MORRISTOWN, NJ 07960	BRIDGEWATER, NJ 08807
H. JOHN HOKENSON	ASSISTANT VICE PRESIDENT AND ASSISTANT SECRETARY	131 MORRISTOWN ROAD	63 POLLARD ROAD
542-42-7905		BASKING RIDGE, NJ 07920	MOUNTAIN LAKES, NJ 07046
ROBERT A. MAYNES	ASSISTANT VICE PRESIDENT AND ASSISTANT SECRETARY	131 MORRISTOWN ROAD	R.D.#1 BOX 90A, LEE'S HILL ROAD
045-38-5122		BASKING RIDGE, NJ 07920	BASKING RIDGE, NJ 07920
LOUIS B. FONTANA	ASSISTANT SECRETARY	44 WHIPPANY ROAD	3 WAKEFIELD DR.
483-58-4906		MORRISTOWN, NJ 07960	HACKETSTOWN, NJ 07840
ANTOINETTE A. DUAH	ASSISTANT SECRETARY	412 MOUNT KEMBLE AVENUE	48 GATEHOUSE LANE
143-68-7222		MORRISTOWN, NJ 07960	EDISON, NJ 08820
JEFF TUTNAUER	ASSISTANT SECRETARY	412 MOUNT KEMBLE AVENUE MORRISTOWN, NJ 07960	3 TROY COURT EAST BRUNSWICK, NJ 08818
D. BARACH	ASSISTANT TREASURER	295 NORTH MAPLE AVE.	68 CEDAR AVE.
349-44-5679		BASKING RIDGE, NJ 07920	HIGHLAND PARK, NJ 08904

AT&T CAPITAL HOLDINGS INTERNATIONAL, INC. DIRECTORS

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EPHRAIM M. BRECHER	412 MOUNT KEMBLE AVENUE	2101 AVENUE U
111-44-6531	MORRISTOWN, NJ 07960	BROOKLYN, NY 11210
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