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Feb 11 1998 8:00am  
Secretary of State

PROFIT  
CORPORATION  
ANNUAL REPORT  
1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State  
DIVISION OF CORPORATIONS

DOCUMENT # **P40212** (3)  
1. Corporation Name  
**TELEPORT COMMUNICATIONS GROUP INC.**

Principal Place of Business  
**ONE TELEPORT DRIVE  
STATEN ISLAND NY 10311**

Mailing Address  
**ONE TELEPORT DRIVE  
STATEN ISLAND NY 10311**



DO NOT WRITE IN THIS SPACE

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

3. Date Incorporated or Qualified <b>08/26/1992</b>	
4. FEI Number <b>10-0305305</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
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		10. Name and Address of New Registered Agent	
<b>C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324</b>		81 Name	
		82 Street Address (P.O. Box Number is Not Acceptable)	
		83	
		84 City	<b>FL</b> 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

Signature, typed or printed name of registered agent and date of appointment

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PCD	1.1 TITLE	Director
NAME	ANNUNZIATA, ROBERT	1.2 NAME	Lawrence S. Smith
STREET ADDRESS	2 TELEPORT DRIVE	1.3 STREET ADDRESS	Comcast Corporation
CITY-ST-ZIP	STATEN ISLAND NY	1.4 CITY-ST-ZIP	1500 Market Street Philadelphia PA 19102
TITLE	V	2.1 TITLE	Director
NAME	ATKINSON, ROBERT C	2.2 NAME	Jimmy W. Hayes
STREET ADDRESS	2 TELEPORT DRIVE	2.3 STREET ADDRESS	Cox Communications, Inc.
CITY-ST-ZIP	STATEN ISLAND NY	2.4 CITY-ST-ZIP	1400 Lake Arrow Drive, N.E. Atlanta, GA 30319
TITLE	VS	3.1 TITLE	
NAME	THOMSON, JOHN W	3.2 NAME	
STREET ADDRESS	2 TELEPORT DRIVE	3.3 STREET ADDRESS	
CITY-ST-ZIP	STATEN ISLAND NY	3.4 CITY-ST-ZIP	
TITLE	VT	4.1 TITLE	
NAME	SCARPATI, JOHN A	4.2 NAME	
STREET ADDRESS	2 TELEPORT DRIVE	4.3 STREET ADDRESS	
CITY-ST-ZIP	STATEN ISLAND NY	4.4 CITY-ST-ZIP	
TITLE	D	5.1 TITLE	
NAME	CLOUSTON, BRENDAN R	5.2 NAME	
STREET ADDRESS	2 TELEPORT DR	5.3 STREET ADDRESS	
CITY-ST-ZIP	STATEN ISLAND NY	5.4 CITY-ST-ZIP	
TITLE	D	6.1 TITLE	
NAME	DILLON, JOHN R	6.2 NAME	
STREET ADDRESS	2 TELEPORT DR	6.3 STREET ADDRESS	
CITY-ST-ZIP	STATEN ISLAND NY	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:

*John R. Dillon*

1/6/98 (718) 355-4765

CP2E034 (1097)