

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

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**Apr 20 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # V07356 (1)
 1. Corporation Name
MEDIAONE FIBER TECHNOLOGIES, INC.



Principal Place of Business PO BOX 17813-F JACKSONVILLE FL 32245-7613	Mailing Address 7800 BELFORT PARKWAY #190 JACKSONVILLE FL 32256 US
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 01/17/1992	
2. Principal Place of Business 21 7800 East Orchard Road Suite, Apt. #, etc.	2a. Mailing Address 26 7800 East Orchard Road Suite, Apt. #, etc.
22 Suite 390 City & State	27 Suite 390 City & State
23 Englewood, Colorado Zip 24 80111	28 Englewood, Colorado Zip 29 80111
Country 25	Country 30
4. FEI Number 59-3116083	Applied For 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 type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		10. Name and Address of New Registered Agent	
81 Name		82 Street Address (P.O. Box Number is Not Acceptable)	
83		84 City	
		85 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 _____
 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 NAME STREET ADDRESS CITY-ST-ZIP	C HOSTETTER, AMOS B PILOT HOUSE, LEWIS WHORF BOSTON MA <input checked="" type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	PD Janice C. Peters 9785 Maroon Circle, #210 Englewood, Colorado 80112 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	P RITTER, MICHAEL J PILOT HOUSE, LEWIS WHARF BOSTON MA <input checked="" type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	EV Ronald H. Cooper The Pilot House, Lewis Wharf Boston, MA 02110 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V DELORME, JEFFREY T PILOT HOUSE, LEWIS WHARF BOSTON MA <input checked="" type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	T Robert P. Kikes 198 Inverness Drive West Englewood, Colorado 80112 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S DUNHAM, W LEE H PILOT HOUSE, LEWIS WHARF BOSTON MA <input checked="" type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	S Sharon A. O'Leary 7800 East Orchard Road, #200 Englewood, Colorado 80111-2565 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS CARL, DAVID H 8034 RICHARD STR JACKSONVILLE FL <input checked="" type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	AS Karin M. Writer 7800 East Orchard Road, #390 Englewood, Colorado 80111-2565 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	SVP KRAUSS, P. ERIC 1066 COMMONWEALTH AVE., #33 BRIGHTON MA <input checked="" type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition See attached for complete list of officers.

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)

Directors, Officers, etc.

MediaOne Fiber Technologies, Inc.

Wednesday, April 08, 1998

DIRECTORS:

Janice C. Peters Director
Primary Address: 9785 Maroon Circle
Suite 210
Englewood, Colorado 80112
Primary Phone: (303) 649-4600

OFFICERS:

Janice C. Peters President & Chief Operating Officer
Primary Address: 9785 Maroon Circle
Suite 210
Englewood, Colorado 80112
Primary Phone: (303) 649-4600

Ronald H. Cooper Executive Vice President
Primary Address: c/o Continental Cablevision
The Pilot House, Lewis Wharf
Boston, MA 02110
Primary Phone: (617) 854-3220

Robert P. Kikes Senior Vice President, Chief Financial Officer, Treasurer & Senior Vice
President-Finance
Primary Address: 198 Inverness Drive West
Englewood, Colorado 80112
Primary Phone: 303-784-2991

Sharon A. O'Leary Secretary
Primary Address: 7800 East Orchard Road, #200
Englewood, CO 80111-2565
Primary Phone: 303-793-6353

Stephen E. Brilz Assistant Secretary
Primary Address: 7800 East Orchard Road
Suite 390
Englewood, Colorado 80111
Primary Phone: (303)793-6626

Glenda M. Hajar Assistant Secretary
Primary Address: 7800 East Orchard Road
Suite 390
Englewood, Colorado 80111
Primary Phone: (303)793-6531

Sean C. Lindsay Assistant Secretary

MediaOne Fiber Technologies, Inc.

Primary Address: 7800 Orchard Road
Suite 390
Englewood, CO 80111
Primary Phone: 796-6056

Antonia D. Ozeroff Assistant Secretary
Primary Address: 1801 California Street
Room 5200
Denver, Colorado 80202
Primary Phone: (303) 896-2091

John Waksmunski Assistant Secretary
Primary Address: None given
Primary Phone: None given

Karin M. Writer Assistant Secretary
Primary Address: 7800 East Orchard Road
Suite 390
Englewood, Colorado 80111
Primary Phone: None given

H. W. Goodall, III Senior Vice President & General Manager
Primary Address: 7800 Belfort Parkway
Jacksonville, FL 32256
Primary Phone: (904)731-8810

Douglas D. Holmes Executive Vice President - Finance and Strategy
Primary Address: 7800 East Orchard Road
Suite 200
Englewood, Colorado 80111
Primary Phone: 303-793-6398

Nancy N Powell Vice President - Marketing
Primary Address: None given
Primary Phone: None given