


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

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Mar 29, 1999 8:00 am
Secretary of State

03-29-1999 90024 050 ***150.00

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PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # V07356

1. Corporation Name
MEDIAONE FIBER TECHNOLOGIES, INC.

Principal Place of Business 7800 E ORCHARD RD STE 390 ENGLEWOOD CO 80111 US	Mailing Address 7800 E ORCHARD RD STE 390 ENGLEWOOD CO 80111 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 188 Inverness Drive West Suite, Apt. #, etc. 22 Suite #600 City & State 23 Englewood, Colorado Zip Country 24 80112 25	2a. Mailing Address 26 188 Inverness Drive West Suite, Apt. #, etc. 27 Suite #600 City & State 28 Englewood, Colorado Zip Country 29 80112 30
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3. Date Incorporated or Qualified 01/17/1992	4. FEI Number 59-3116083	Applied For <input type="checkbox"/> 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 the current year Intangible Personal Property Tax. <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	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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	PD	<input type="checkbox"/> DELETE
NAME	PETERS, JANICE C	
STREET ADDRESS	9785 MAROON CIRCLE, #210	
CITY-ST-ZIP	ENGLEWOOD CO 80112	
TITLE	EV	<input type="checkbox"/> DELETE
NAME	COOPER, RONLD H	
STREET ADDRESS	THE PILOT HOUSE, LEWIS WHARF	
CITY-ST-ZIP	BOSTON MA 02110	
TITLE	T	<input type="checkbox"/> DELETE
NAME	KIKES, ROBERT P	
STREET ADDRESS	198 INVERNESS DR WEST	
CITY-ST-ZIP	ENGLEWOOD CO 80112	
TITLE	S	<input type="checkbox"/> DELETE
NAME	O'LEARY, SHARON A.	
STREET ADDRESS	7800 E ORCHARD RD, #200	
CITY-ST-ZIP	ENGLEWOOD CO 80111	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	WRITER, KARIN M	
STREET ADDRESS	7800 E ORCHARD RD, #390	
CITY-ST-ZIP	ENGLEWOOD CO 80111	
TITLE	AS	<input checked="" type="checkbox"/> DELETE
NAME	HIJAR, GLENDA M	
STREET ADDRESS	7800 E ORCHARD RD	
CITY-ST-ZIP	ENGLEWOOD CO 80111	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS	188 Inverness Drive West	
1.4 CITY-ST-ZIP	Englewood, Colorado 80112	
2.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS	188 Inverness Drive West	
2.4 CITY-ST-ZIP	Englewood, Colorado 80112	
3.1 TITLE	CFO, T SVP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS	188 Inverness Drive West	
3.4 CITY-ST-ZIP	Englewood, Colorado 80112	
4.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS	188 Inverness Drive West	
4.4 CITY-ST-ZIP	Englewood, Colorado 80112	
5.1 TITLE		<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS	188 Inverness Drive West	
5.4 CITY-ST-ZIP	Englewood, Colorado 80112	
6.1 TITLE		<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	AS	
6.3 STREET ADDRESS	LINDSAY, SEAN C.	
6.4 CITY-ST-ZIP	188 Inverness Drive West Englewood, Colorado 80112	

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, with all other like empowered.

SIGNATURE: SIGNATURE REQUIRED *[Signature]* 3/25/99 303-858-3619
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

MediaOne Fiber Technologies, Inc.
Directors as of Tuesday, March 23, 1999

DOC-V07356
268067-9024-50

Name

Business Address

Dates

Janice C. Peters

Notes :

President & Chief Executive Officer
MediaOne Group, Inc.
188 Inverness Drive west
Suite 500
Englewood, Colorado
80112

[A] indicates an Associate Director

MediaOne Fiber Technologies, Inc.
Officers as of Tuesday, March 23, 1999

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268067-90024-50

<i>Name</i>	<i>Title</i>	<i>Business Address</i>
Randolph S Fowler	Senior Vice President	
Michael Anapolsky	Vice President - Marketing	7800 Belfort Parkway Suite 270 Jacksonville, Florida 32266
Jon D. Kreucher	Vice President - Law & Public Policy	14909 Beck Road Plymouth, Michigan USA 48170
Gary Lane	Vice President - Telephony Services	7800 Belfort Parkway Suite 270 Jacksonville, Florida 32256
Eugene A. Naes	Regional Chief Financial Officer and Assistant Secretary	Address not on file
John Waksmunski	Regional Chief Financial Officer and Assistant Secretary	7800 Belfort Parkway Suite 270 Jacksonville, Florida 32256
Nancy B. Andersson	Assistant Secretary	5613 DTC Parkway Suite 700 Englewood, Colorado 80111
Stephen E. Brilz	Assistant Secretary	5613 DTC Parkway Suite 700 Englewood, Colorado 80111
James P. Campbell	Regional Counsel & Assistant Secretary	7800 Belfort Parkway Jacksonville, Florida 32256
Ronald H. Cooper	Executive Vice President	188 Inverness Suite 500 Englewood, Colorado 80112

MediaOne Fiber Technologies, Inc.
Officers as of Tuesday, March 23, 1999

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<i>Name</i>	<i>Title</i>	<i>Business Address</i>
Kenneth Denman	Senior Vice President - National Market Group & South Florida	9785 Maroon Circle Suite 400 Englewood, Colorado 80112
Douglas D. Holmes	Executive Vice President - Finance and Strategy	188 Inverness Drive West Suite 500 Englewood, Colorado 80112
Robert P. Kikes	Senior Vice President, Chief Financial Officer, Treasurer & Senior Vice President-Finance	188 Inverness Drive West Suite 500 Englewood, Colorado 80112
Sean C. Lindsay	Assistant Secretary	188 Inverness Drive West Suite 600 Englewood, Colorado 80112
Sharon A. O'Leary	Secretary	188 Inverness Drive West Suite #530 Englewood, Colorado 80112
Janice C. Peters	President	188 Inverness Drive west Suite 500 Englewood, Colorado 80112
Karin M. Writer	Assistant Secretary	188 Inverness Drive West Suite 600 Englewood, Colorado 80112