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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
 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

CR2E034 (9/96)