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Apr 22, 1999 8:00 am
Secretary of State

04-22-1999 90205 044 ***158.75

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PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # **F97000002631**
 1. Corporation Name
PAGING NETWORK OF TENNESSEE, INC.
 PageNet, Inc.

Principal Place of Business: 1000 LEGION PLACE #100 ORLANDO FL 32801
 Mailing Address: 4965 PRESTON PARK BLVD. #800 PLANO TX 75093



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business: 21 Suite, Apt. #, etc.
 22 City & State: 23
 24 Zip: 25 Country: 26 Mailing Address: 26 14911 Quorum Dr.
 27 Suite, Apt. #, etc.: 27 600
 28 City & State: 28 Dallas, Tx
 29 Zip: 29 75240 30 Country

3. Date incorporated or Qualified: 05/16/1997
 4. FEI Number: 62-1560954 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 owes the current year Intangible Personal Property Tax: Yes 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: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input checked="" type="checkbox"/> DELETE	1.1 TITLE	President <input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	FRAZEE, JOHN P JR	1.2 NAME	Edward W. Mullinix, Jr.
STREET ADDRESS	4965 PRESTON PARK BLVD., #800	1.3 STREET ADDRESS	14911 Quorum Dr. #600
CITY-ST-ZIP	PLANO TX 75093	1.4 CITY-ST-ZIP	Dallas, TX 75240
TITLE	SVP <input checked="" type="checkbox"/> DELETE	2.1 TITLE	Secretary <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FROMBERG, BARRY A	2.2 NAME	Ruth Williams
STREET ADDRESS	4965 PRESTON PARK BLVD., #800	2.3 STREET ADDRESS	14911 Quorum Dr. #600
CITY-ST-ZIP	PLANO TX 75093	2.4 CITY-ST-ZIP	Dallas, TX 75240
TITLE	VP <input checked="" type="checkbox"/> DELETE	3.1 TITLE	Treasurer <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DIMARCO, MICHAEL	3.2 NAME	Julian Castelli
STREET ADDRESS	4965 PRESTON PARK BLVD., #800	3.3 STREET ADDRESS	14911 Quorum Dr. #600
CITY-ST-ZIP	PLANO TX 75093	3.4 CITY-ST-ZIP	Dallas, TX 75240
TITLE	SVP <input checked="" type="checkbox"/> DELETE	4.1 TITLE	Controller <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCOTT, WILLIAM	4.2 NAME	J. Barry Duncan
STREET ADDRESS	4965 PRESTON PARK BLVD., #800	4.3 STREET ADDRESS	14911 Quorum Dr. #600
CITY-ST-ZIP	PLANO TX 75093	4.4 CITY-ST-ZIP	Dallas, TX 75240
TITLE	S <input checked="" type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FELDMAN, ROGER D	5.2 NAME	
STREET ADDRESS	150 FEDERAL ST.	5.3 STREET ADDRESS	
CITY-ST-ZIP	BOSTON MA 02110	5.4 CITY-ST-ZIP	
TITLE	VPD <input checked="" type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILLIAMS, RUTH	6.2 NAME	
STREET ADDRESS	4965 PRESTON PARK BLVD. #800	6.3 STREET ADDRESS	
CITY-ST-ZIP	PLANO TX 75093	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, with all other like empowered.

SIGNATURE: _____ **REQUIRED**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

APR 13 1999

(972)801-8124

Date Daytime Phone #

CR29234 (11/98)