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**Mar 06 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 # P12182 (2)

1. Corporation Name
PACTEL PROPERTIES-GAINESVILLE, INC.



Principal Place of Business
130 KEARNY ST.
ROOM 3609
SAN FRANCISCO CA 94108
US

Mailing Address
130 KEARNY ST.
ROOM 3609
SAN FRANCISCO CA 94108-4822
US

3. Date Incorporated or Qualified 11/18/1986
3a. Date of Last Report 03/11/1996

2. Principal Place of Business
21 Suite, Apt. #, etc.
22 City & State
23 Zip Country
24

2a. Mailing Address
26 Suite, Apt. #, etc.
27 City & State
28 Zip Country
29

4. FEI Number 94-2995125
 Applied For
 Not Applicable

5. Certificate of Status Desired \$8.75 Additional Fee Required

6. Election Campaign Financing \$5.00 May Be Added to Fees

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYES ST.
STE. 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	AS	<input checked="" type="checkbox"/> DELETE
NAME	CHUNG, J. E.	
STREET ADDRESS	130 KEARNY STREET	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	S	<input type="checkbox"/> DELETE
NAME	HENRY, DUANE G	
STREET ADDRESS	130 KEARNY ST., ROOM 3609	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	EF	<input type="checkbox"/> DELETE
NAME	BARNES, L. T	
STREET ADDRESS	130 KEARNY ST.	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	PDC	<input type="checkbox"/> DELETE
NAME	MILLER, W M	
STREET ADDRESS	130 KEARNY ST.	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	ROEMER, E. K	
STREET ADDRESS	130 KEARNY ST., ROOM 3609	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	D	<input type="checkbox"/> DELETE
NAME	DOWNING, W. E	
STREET ADDRESS	130 KEARNY ST.	
CITY-ST-ZIP	SAN FRANCISCO CA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	AS	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	BOYETTE, J. D.	
1.3 STREET ADDRESS	130 KEARNY STREET	
1.4 CITY-ST-ZIP	SAN FRANCISCO, CA	
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 if changed, or on an attachment with an address.

SIGNATURE: *J. W. Boyette* J. W. BOYETTE, ASSISTANT SECRETARY 2/7/97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)