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May 07, 1999 8:00 am
Secretary of State

05-07-1999 90107 030 ***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 # P12182

1. Corporation Name
PACTEL PROPERTIES-GAINESVILLE, INC.

Principal Place of Business 430 BUSH ST 3RD FLOOR SAN FRANCISCO CA 94108 US	Mailing Address 430 BUSH ST 3RD FLOOR SAN FRANCISCO CA 94108 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 175 E. HOUSTON
22 City & State	27 ROOM 8-H-60
23 City & State	28 SAN ANTONIO, TX
24 Zip Country	29 78205 30 USA

3. Date Incorporated or Qualified 11/18/1986	4. FEI Number 94-2995125	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 the current year Intangible Personal Property Tax. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

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	PCEO	<input type="checkbox"/> DELETE
NAME	MILLER, WILLIAM	
STREET ADDRESS	2600 CAMINO RAMON	
CITY-ST-ZIP	SAN RAMON CA 94583	
TITLE	S	<input type="checkbox"/> DELETE
NAME	HENRY, DUANE G	
STREET ADDRESS	140 NEW MONTOMERY ST RM 1727	
CITY-ST-ZIP	SAN FRANCISCO CA 94105	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	LAURO, PHILIP H	
STREET ADDRESS	430 BUSH ST	
CITY-ST-ZIP	SAN FRANCISCO CA 94108	
TITLE	PDC	<input type="checkbox"/> DELETE
NAME	MILLER, W M	
STREET ADDRESS	130 KEARNY ST.	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	AS	<input checked="" type="checkbox"/> DELETE
NAME	ROEMER, E. K	
STREET ADDRESS	130 KEARNY ST., ROOM 3609	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	D	<input checked="" 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	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	S <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	HENRY, DUANE G
2.3 STREET ADDRESS	140 NEW MONTGOMERY
2.4 CITY-ST-ZIP	SAN FRANCISCO, CA 94105
3.1 TITLE	AT <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	LAURO, PHILLIP J
3.3 STREET ADDRESS	430 BUSH ST.
3.4 CITY-ST-ZIP	SAN FRANCISCO, CA 94108.
4.1 TITLE	DIRECTOR <input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	MILLER, WILLIAM
4.3 STREET ADDRESS	2600 CAMINO RAMON
4.4 CITY-ST-ZIP	SAN RAMON, CA 94583
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 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: *John D. Stephens* **JOHN D. STEPHENS** 4/26/99 (210 351-3901)

CR2E034 (1/98)