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03-01-1999 90165 036 ***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 # P17452

1. Corporation Name
AIRTOUCH PAGING, INC.

Principal Place of Business 12221 MERIT DRIVE SUITE 800 DALLAS TX 75251 US	Mailing Address C/O ANNE SHUFORD 1 CALIFORNIA STREET, 21ST FLOOR SAN FRANCISCO CA 94111 US
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip Country	28 Zip Country
24	29
25	30

3. Date Incorporated or Qualified 12/30/1987	
4. FEI Number 94-3058969	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
 1201 HAYES ST.
 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	85 Zip Code

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	CFO <input checked="" type="checkbox"/> DELETE	1.1 TITLE	D/P <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	JACKSON, C.E.	1.2 NAME	CUCCIO, GARY
STREET ADDRESS	12221 MERIT DR, #800	1.3 STREET ADDRESS	12221 MERIT DRIVE, SUITE 800
CITY-ST-ZIP	DALLAS TX 75251	1.4 CITY-ST-ZIP	DALLAS, TX 75251
TITLE	AT <input type="checkbox"/> DELETE	2.1 TITLE	D/AT <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GYANI, MOHAN S.	2.2 NAME	GYANI, MOHAN S.
STREET ADDRESS	ONE CALIFORNIA ST, 30TH FLR	2.3 STREET ADDRESS	ONE CALIFORNIA STREET, 30TH FLOOR
CITY-ST-ZIP	SAN FRANCISCO CA	2.4 CITY-ST-ZIP	SAN FRANCISCO, CA 94111
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ANDERSON, D.J.	3.2 NAME	
STREET ADDRESS	12221 MERIT DRIVE #800	3.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX	3.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	STACHIW, M.A.	4.2 NAME	
STREET ADDRESS	12221 MERIT DRIVE #800	4.3 STREET ADDRESS	
CITY-ST-ZIP	DALLAS TX 75251	4.4 CITY-ST-ZIP	
TITLE	AS <input checked="" type="checkbox"/> DELETE	5.1 TITLE	AS <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	VEACO, K	5.2 NAME	LE DUY, SHARON
STREET ADDRESS	1 CALIFORNIA STREET, 21ST FLOOR	5.3 STREET ADDRESS	ONE CALIFORNIA STREET, 21ST FLOOR
CITY-ST-ZIP	SAN FRANCISCO CA	5.4 CITY-ST-ZIP	SAN FRANCISCO, CA 94111
TITLE	V <input checked="" type="checkbox"/> DELETE	6.1 TITLE	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	PARKER, TODD R	6.2 NAME	DIAMANTE, TOM
STREET ADDRESS	12221 MERIT DR, STE 800	6.3 STREET ADDRESS	12221 MERIT DRIVE, SUITE 800
CITY-ST-ZIP	DALLAS TX 75251	6.4 CITY-ST-ZIP	DALLAS, TX 75251

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 in an attachment with an address, with all other like empowered.

SIGNATURE: *Sharon Le Duy* **SIGNATURE REQUIRED** Sharon Le Duy 1/29/99 (415) 658-5114
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)