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Mar 05 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 # P19202 (1)
1. Corporation Name
PACTEL FINANCE, INC.



Principal Place of Business: 130 KEARNY STREET, ROOM 3609, SAN FRANCISCO CA 94108 US
Mailing Address: 130 KEARNY STREET, ROOM 3609, SAN FRANCISCO CA 94108-4822 US

3. Date Incorporated or Qualified: 05/11/1988
3a. Date of Last Report: 03/12/1996
4. FEI Number: 94-2942781
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 (21-24)
2a. Mailing Address (25-28)
9. Name and Address of Current Registered Agent (29-30)

10. Name and Address of New Registered Agent (81-85)

THE PRENTICE-HALL CORPORATION SYSTEM INC.
1201 HAYS STREET
SUITE 105
TALLAHASSEE FL 32301

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	PDCE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BARNES, L. T	1.2 NAME	
STREET ADDRESS	130 KEARNY STREET	1.3 STREET ADDRESS	
CITY - ST - ZIP	SAN FRANCISCO CA	1.4 CITY - ST - ZIP	
TITLE	AS	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	HENRY, D. G.	2.2 NAME	
STREET ADDRESS	130 KEARNY STREET, ROOM 3609	2.3 STREET ADDRESS	
CITY - ST - ZIP	SAN FRANCISCO CA	2.4 CITY - ST - ZIP	
TITLE	AS	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ROEMER, E. K	3.2 NAME	
STREET ADDRESS	130 KEARNY STREET, ROOM 3609	3.3 STREET ADDRESS	
CITY - ST - ZIP	SAN FRANCISCO CA	3.4 CITY - ST - ZIP	
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DOWNING, W.E.	4.2 NAME	
STREET ADDRESS	130 KEARNY STREET	4.3 STREET ADDRESS	
CITY - ST - ZIP	SAN FRANCISCO CA	4.4 CITY - ST - ZIP	
TITLE	S	5.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CHUNG, J. E	5.2 NAME	
STREET ADDRESS	130 KEARNY STREET, ROOM 3609	5.3 STREET ADDRESS	
CITY - ST - ZIP	SAN FRANCISCO CA	5.4 CITY - ST - ZIP	
TITLE	VP	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MILLER, W. M.	6.2 NAME	
STREET ADDRESS	130 KEARNY STREET, ROOM 3058	6.3 STREET ADDRESS	
CITY - ST - ZIP	SAN FRANCISCO CA	6.4 CITY - ST - ZIP	

5.1 TITLE	S	BOYETTE, J. W.	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		130 KEARNY STREET, ROOM 3609	
5.3 STREET ADDRESS		SAN FRANCISCO, CA	
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: *Judith W. Boyette* BOYETTE, SECRETARY 2/7/97
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)