

FILED
 May 18 1998 8:00am
 Secretary of State

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

PROFIT CORPORATION ANNUAL REPORT 1998
 FLORIDA DEPARTMENT OF STATE
 Sandra B. Mortham
 SECRETARY OF STATE
 CORPORATION DIVISION

DOCUMENT # P19202 (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

2 Principal Place of Business: 430 BUSH STREET, 3RD FLOOR, SAN FRANCISCO, CA 94108, USA
 2a Mailing Address: 175 E. HOUSTON, RM. 8-H-60, SAN ANTONIO, TX 78205, USA

3 Date Incorporated or Qualified: 05/11/1988
 3a Date of Last Report: 03/12/1997
 4 FE Number: 94-2942781
 5 Certificate Status Desired: \$8.75 Additional Fee Required
 \$5.00 May Be Added to Fees
 8 This corporation has ability to change tax under s. 199.002: Yes No
 10 Name and Address of New Registered Agent

9 Name and Address of Current Registered Agent: THE PRENTICE-HALL CORPORATION SYSTEM INC., 1201 HAYS STREET, SUITE 105, TALLAHASSEE FL 32301
 81 Name: _____
 82 (When Applicable) Florida Number is Not Acceptable: _____
 83 _____
 84 _____
 85 ZIP Code: FL

I, the undersigned, being a duly qualified officer or director of the above named corporation, certify that the information furnished in this statement is true and correct to the best of my knowledge and belief, and I am a resident of the State of Florida.

SIGNATURE _____

12 OFFICERS AND DIRECTORS		13 OFFICERS TRANSFERRED TO OTHER STATES AND RESIDENCES	
12 NAME: POCE, BARNES, L. T. 12 STREET ADDRESS: 130 KEARNY STREET, SAN FRANCISCO CA	<input checked="" type="checkbox"/> DELETE	13 NAME: SEE ATTACHED 13 STREET ADDRESS: SEE ATTACHED	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME: AS, HENRY, D. G. 12 STREET ADDRESS: 130 KEARNY STREET, ROOM 3609, SAN FRANCISCO CA	<input checked="" type="checkbox"/> DELETE	13 NAME: SEE ATTACHED 13 STREET ADDRESS: SEE ATTACHED	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME: AS, ROEMER, E. K. 12 STREET ADDRESS: 130 KEARNY STREET, ROOM 3609, SAN FRANCISCO CA	<input checked="" type="checkbox"/> DELETE	13 NAME: SEE ATTACHED 13 STREET ADDRESS: SEE ATTACHED	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME: D, DOWNING, W.E. 12 STREET ADDRESS: 130 KEARNY STREET, SAN FRANCISCO CA	<input checked="" type="checkbox"/> DELETE	13 NAME: SEE ATTACHED 13 STREET ADDRESS: SEE ATTACHED	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME: S, CHUNG, J. E. 12 STREET ADDRESS: 130 KEARNY STREET, ROOM 3609, SAN FRANCISCO CA	<input checked="" type="checkbox"/> DELETE	13 NAME: SEE ATTACHED 13 STREET ADDRESS: SEE ATTACHED	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME: VP, MILLER, W. M. 12 STREET ADDRESS: 130 KEARNY STREET, ROOM 3058, SAN FRANCISCO CA	<input checked="" type="checkbox"/> DELETE	13 NAME: SEE ATTACHED 13 STREET ADDRESS: SEE ATTACHED	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition

14. Signature of officer or director of the corporation, or of the authorized agent, shall be in ink and shall be written in the presence of the Secretary of State or a deputy secretary of state. The signature shall be written in the presence of the Secretary of State or a deputy secretary of state. The signature shall be written in the presence of the Secretary of State or a deputy secretary of state.

SIGNATURE: *Reiner* PRES., CEO, EXEC. DIR., TREASURER

DO NOT DETACH THIS STUB
 DO NOT WRITE OR MAKE ANY MARKS ON THIS STUB
 1997 ANNUAL REPORT

Date Due: 05/01/97
 Amount Due: \$165.00
 Amount Due After 05/01/97: \$550.00

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 PACTEL FINANCE, INC.

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4/30/98

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PACTEL FINANCE

1998

Name and address of Officers as of December 31, 1997:

President, CEO, CFO Treasurer	Roger W. Wohler 175 E. Houston, Rm 7-B-80 San Antonio, TX 78205
Vice President & Assist. Treasurer	Charles P. Allen 175 E. Houston, Rm 7-U-30 San Antonio, TX 78205
Vice Pres. & Secretary	Wayne A. Wirtz 175 E. Houston, Rm 1214 San Antonio, TX 78205
Vice President	William M. Miller 2600 Camino Ramon San Ramon, CA 94583
Assistant Treasurer	Miles H. Mochizuki 175 E. Houston San Antonio, TX 78205
Assistant Treasurer	Phillip H. Lauro 430 Bush Street, Third Floor San Francisco, CA 94108
Assistant Secretary	Thomas L. McCoy 175 E. Houston, Rm 1228 San Antonio, TX 78205
Assistant Secretary	Lois L. Blalock 140 New Montgomery Street, Rm 1010 San Francisco, CA 94105

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Directors as of December 31, 1997:

Donald E. Kiernan
175 E. Houston, Rm 7-A-50
San Antonio, TX 78205

Roger W. Wohlert
175 E. Houston, Rm 7-B-80
San Antonio, TX 78205