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FILED
Mar 19 1998 8:00am
Secretary of State

PROFIT CORPORATION
 ANNUAL REPORT
1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F95000001002 (3)
 1. Corporation Name
WINSTAR WIRELESS OF FLORIDA, INC.

Principal Place of Business: **7799 LEESBURG PIKE SUITE 401 S TYSONS CORNER VA 22043 US**
 Mailing Address: **7799 LEESBURG PKE SUITE 401 S TYSONS CORNER VL 22043 US**



DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
 21 **1577 Springhill Rd**
 Suite, Apt. #, etc. **6th Floor**
 City & State **Vienna, Va**
 Zip **22182** Country **US**

2a. Mailing Address
 26 **1577 Springhill Rd**
 Suite, Apt. #, etc. **6th Floor**
 City & State **Vienna, Va**
 Zip **22182** Country **US**

3. Date Incorporated or Qualified **03/01/1995**

4. FEI Number **13-3903568**
 Applied For Not Applicable

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 owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent
**HIQ CORPORATE SERVICES, INC.
 526 EAST PARK AVENUE STE 200
 TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent
 81 Name **HIQ Corporate Services Inc**
 82 Street Address (P.O. Box Number is Not Acceptable) **526 East Park Avenue**
 83 **Suite 200**
 84 City **Tallahassee** FL 85 Zip Code **32301**

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	V	<input checked="" type="checkbox"/> DELETE
NAME	RALPH PELVSO	
STREET ADDRESS	7799 LEESBURG PKE 401 S	
CITY - ST - ZIP	TYSONS CORNER VA	
TITLE	VS	<input checked="" type="checkbox"/> DELETE
NAME	ACKERMAN, DAVID	
STREET ADDRESS	1146 19TH STREET, NW STE 200	
CITY - ST - ZIP	WASHINGTON DC	
TITLE	S	<input type="checkbox"/> DELETE
NAME	TIMOTHY GRAHAM	
STREET ADDRESS	230 PARK AVE	
CITY - ST - ZIP	NY NY	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	ROUHANA JR, WILLIAM J	
STREET ADDRESS	1146 19TH STREET, NW STE 200	
CITY - ST - ZIP	WASHINGTON DC	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	STEVEN CHRUST	
STREET ADDRESS	230 PARK AVE STE 3126	
CITY - ST - ZIP	NEW YORK NY	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	BOB BERGER	
STREET ADDRESS	1146 19TH ST NW #200	
CITY - ST - ZIP	WASHINGTON DC	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE	AS	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Steve McKernan	
1.3 STREET ADDRESS	1577 Springhill Rd - 6th FL	
1.4 CITY - ST - ZIP	Vienna, VA 22182	
2.1 TITLE	VP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Robert Berger	
2.3 STREET ADDRESS	1146 19th St NW #200	
2.4 CITY - ST - ZIP	Washington DC 20036	
3.1 TITLE	D	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Timothy R Graham	
3.3 STREET ADDRESS	230 Park Avenue #2700	
3.4 CITY - ST - ZIP	NY, NY 10169	
4.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Joseph P Dwyer	
4.3 STREET ADDRESS	230 Park Avenue #2700	
4.4 CITY - ST - ZIP	NY, NY 10169	
5.1 TITLE	Kenneth Schwarz	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	1577 Springhill Rd - 6th FL	
5.3 STREET ADDRESS	Vienna, VA 22182	
5.4 CITY - ST - ZIP	Vienna, VA 22182	
6.1 TITLE	S	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Kenneth Zinghini	
6.3 STREET ADDRESS	230 Park Ave #2700	
6.4 CITY - ST - ZIP	NY, NY 10119	

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.

SIGNATURE: Steve McKernan Date: 6 Feb 98

CR2E034 (10/97)