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FILED
May 15 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 # F95000005081 (3)
1. Corporation Name
AT&T WIRELESS PCS INC.



Principal Place of Business: 412 KEMBLE AVE. ROOM S-246 MORRISTOWN NJ 07962
Mailing Address: 412 KEMBLE AVE. ROOM S-246 MORRISTOWN NJ 07962

3. Date Incorporated or Qualified: 10/18/1995
3a. Date of Last Report: 04/29/1996

2. Principal Place of Business (21-24)
2a. Mailing Address (25-30)
22. Suite, Apt. #, etc: Room S-287
27. Suite, Apt. #, etc: Room S-287
23. City & State
28. City & State
24. Zip
25. Country
29. Zip
30. Country

4. FEI Number: 22-3330080
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 has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS STREET
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	VS HOKENSON, H J	1.1 TITLE	SEE ATTACHED LIST
STREET ADDRESS	131 MORRISTOWN ROAD BASKING RIDGE NJ 07920	1.2 NAME	
CITY - ST - ZIP		1.3 STREET ADDRESS	
	<input type="checkbox"/> DELETE	1.4 CITY - ST - ZIP	
TITLE	V ESTEY, ELMER E	2.1 TITLE	
STREET ADDRESS	1120 20TH STREET NW WASHINGTON DC 20036-3406	2.2 NAME	
CITY - ST - ZIP		2.3 STREET ADDRESS	
	<input type="checkbox"/> DELETE	2.4 CITY - ST - ZIP	
TITLE	V BRADY, BETSY J	3.1 TITLE	
STREET ADDRESS	1120 20TH STREET NW WASHINGTON DC 20036-3406	3.2 NAME	
CITY - ST - ZIP		3.3 STREET ADDRESS	
	<input type="checkbox"/> DELETE	3.4 CITY - ST - ZIP	
TITLE	V/S SALEMME, GERARD	4.1 TITLE	
STREET ADDRESS	1120 20TH STREET NW WASHINGTON DC 20036-3406	4.2 NAME	
CITY - ST - ZIP		4.3 STREET ADDRESS	
	<input type="checkbox"/> DELETE	4.4 CITY - ST - ZIP	
TITLE	AS FEIT, R.S.	5.1 TITLE	
STREET ADDRESS	131 MORRISTOWN ROAD BASKING RIDGE NJ 07920	5.2 NAME	
CITY - ST - ZIP		5.3 STREET ADDRESS	
	<input type="checkbox"/> DELETE	5.4 CITY - ST - ZIP	
TITLE	AS DUAH, A.A.	6.1 TITLE	
STREET ADDRESS	412 KEMBLE AVE. MORRISTOWN NJ 07962	6.2 NAME	
CITY - ST - ZIP		6.3 STREET ADDRESS	
	<input type="checkbox"/> DELETE	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: *Andres P. ...* REQUIRED
4/21/97 201-844-1224
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

CR2E034 (9/96)

AT&T WIRELESS PCS, INC.

Election Date 4/15/96 FEIN 22-3330080

ELECTED CORPORATION OFFICERS AND DIRECTORS

TITLE / NAME

BUSINESS ADDRESS

OFFICERS

President Dennis J. Carey	295 North Maple Ave. Rm.4426E1 Basking Ridge, NJ 07920
Vice President & Secretary H. John Hokenson	131 Morristown Road Room A2024 Basking Ridge, NJ 07920
Vice-President & Treasurer M.J. Cinali	295 North Maple Ave. Rm.4428D2 Basking Ridge, NJ 07920-1002
Vice President and Assistant Secretary A. Quartner	500 Carillon Point Kirkland, WA 98033
Vice President and Assistant Secretary R.G. (Gerry) Salemme	1120 20th Street NW Suite 1000 Washington DC 20036-3406
Vice-President Betsy Brady	1120 20th Street NW Washington DC 20036-3406
Vice-President Elmer Estey	1120 20th Street NW Washington DC 20036-3406
Assistant Secretary K.R. Cone	5000 Carillon Point Kirkland, WA 98033
Assistant Secretary Manuel Davila	412 Mt. Kemble Avenue Morristown, NJ 07960
Assistant Secretary Antoinette A. Duah	412 Mt. Kemble Avenue Room S287 Morristown, NJ 07960
Assistant Secretary R.S. Feit	131 Morristown Rd. Bldg.A Rm.A2035 Basking Ridge, NJ 07920-1002

DIRECTORS

Director Dennis J. Carey	295 North Maple Ave. Rm.4426E1 Basking Ridge, NJ 07920
Director H. John Hokenson	131 Morristown Road Room A2024 Basking Ridge, NJ 07920