

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

FILED
May 10, 1999 8:00 am
Secretary of State

05-10-1999 90194 047 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F95000005081

1. Corporation Name
AT&T WIRELESS PCS INC.



Principal Place of Business
412 KEMBLE AVE.
S287
MORRISTOWN NJ 07962
US

Mailing Address
412 KEMBLE AVE.
S287
MORRISTOWN NJ 07962
US

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business
21 7277 164TH AVENUE NE

2a. Mailing Address
26 PO BOX 97061

Suite, Apt. #, etc.
22

City & State
23 REDMOND, WA

City & State
28 REDMOND, WA

Zip Country
24 98052 25 USA

Zip Country
29 98073-9761 30 USA

3. Date Incorporated or Qualified
10/18/1995

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 owes the current year Intangible Personal Property Tax. Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City **FL** 85 Zip Code

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 _____ DATE _____
 Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE VS	<input checked="" type="checkbox"/> DELETE	1.1 TITLE P/D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME HOKENSON, H J		1.2 NAME CINALI, MUFIT J	
STREET ADDRESS 131 MORRISTOWN ROAD		1.3 STREET ADDRESS 295 NORTH MAPLE AVENUE	
CITY-ST-ZIP BASKING RIDGE NJ 07920		1.4 CITY-ST-ZIP BASKING RIDGE, NJ 07920	
TITLE V	<input checked="" type="checkbox"/> DELETE	2.1 TITLE SVP	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME ESTEY, ELMER E		2.2 NAME LYMAN, JEFFREY C	
STREET ADDRESS 1120 20TH STREET NW		2.3 STREET ADDRESS 7277 164TH AVENUE NE	
CITY-ST-ZIP WASHINGTON DC 20036-3406		2.4 CITY-ST-ZIP REDMOND, WA 98052	
TITLE V	<input checked="" type="checkbox"/> DELETE	3.1 TITLE VP/T/S/D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME BRADY, BETSY J		3.2 NAME BERG, MICHAEL	
STREET ADDRESS 1120 20TH STREET NW		3.3 STREET ADDRESS 295 NORTH MAPLE AVENUE	
CITY-ST-ZIP WASHINGTON DC 20036-3406		3.4 CITY-ST-ZIP BASKING RIDGE, NJ 07920	
TITLE V/S	<input checked="" type="checkbox"/> DELETE	4.1 TITLE VP/CFO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME SALEMME, GERARD		4.2 NAME THOMAS, MARK U	
STREET ADDRESS 1120 20TH STREET NW		4.3 STREET ADDRESS 7277 164TH AVENUE NE	
CITY-ST-ZIP WASHINGTON DC 20036-3406		4.4 CITY-ST-ZIP REDMOND, WA 98052	
TITLE AS	<input type="checkbox"/> DELETE	5.1 TITLE 	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME FEIT, R.S.		5.2 NAME 	
STREET ADDRESS 131 MORRISTOWN ROAD		5.3 STREET ADDRESS 295 North Maple Ave.	
CITY-ST-ZIP BASKING RIDGE NJ 07920		5.4 CITY-ST-ZIP 	
TITLE AS	<input type="checkbox"/> DELETE	6.1 TITLE 	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME DUAH. A.A.		6.2 NAME 	
STREET ADDRESS 412 KEMBLE AVE.		6.3 STREET ADDRESS 	
CITY-ST-ZIP MORRISTOWN NJ 07962		6.4 CITY-ST-ZIP 	

COMPLETE
SEE ATTACHED LIST OF OFFICERS & DIRECTORS

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, with all other like empowered.

SIGNATURE: _____

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

April 15, 1999 425-580-6000

Date Daytime Phone #

CR2E034 (1/98)

535529-90194-47

AT&T Wireless PCS Inc.

#F95000005081

OFFICERS & DIRECTORS - DECEMBER 28, 1998

OFFICERS:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Mufit J. Cinali	President	295 N. Maple Ave. Basking Ridge, NJ 07920
Jeffrey C. Lyman	Senior Vice President	7277 164 th Avenue NE Redmond, WA 98052
Michael Berg	Vice President, Treasurer & Secretary	295 N. Maple Ave. Basking Ridge, NJ 07920
William W. Hague	Vice President & Assistant Secretary	7277 164 th Avenue NE Redmond, WA 98052
Mark U. Thomas	Vice President and Chief Financial Officer	7277 164 th Avenue NE Redmond, WA 98052
Timothy L. McLaughlin	Vice President	7277 164 th Avenue NE Redmond, WA 98052
Doug Brandon	Vice President	1250 Connecticut Ave. NW Suite 401 Washington, DC 20037
Mary Hawkins-Key	Vice President	7277 164 th Avenue NE Redmond, WA 98052
Robert S. Feit	Assistant Secretary	295 N. Maple Ave. Basking Ridge, NJ 07920
Ephraim Brecher	Assistant Secretary	412 Mt. Kemble Ave. Morristown, NJ 07962
Kristopher R. Cone	Assistant Secretary	7277 164 th Avenue NE Redmond, WA 98052
Antoinette A. Duah	Assistant Secretary	412 Mt. Kemble Ave. Morristown, NJ 07962

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Jeffrey Tutnauer Assistant Secretary 412 Mt. Kemble Ave.
Morristown, NJ 07962

Gary Wiggins Assistant Secretary 412 Mt. Kemble Ave.
Morristown, NJ 07962

DIRECTORS:

<u>Name</u>	<u>Date of Taking Office</u>	<u>Address</u>
Mufit J. Cinali	June 4, 1996	Listed above
Michael Berg	December 23, 1998	Listed above