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May 19 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 # F96000000894 (3)

1. Corporation Name
POWERTEL JACKSONVILLE LICENSES, INC.



Principal Place of Business Mailing Address
1239 O.G. SKINNER DRIVE WEST POINT GA 31833
1239 O.G. SKINNER DRIVE WEST POINT GA 31833-1789

3. Date Incorporated or Qualified **02/22/1996** 3a. Date of Last Report

2. Principal Place of Business 2a. Mailing Address
 21 **1233 O.G. Skinner Drive** 26 **1233 O.G. Skinner Dr.**
 Suite, Apt. #, etc. Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 **West Point, GA** 28 **West Point, GA**
 Zip Country Zip Country
 24 **31833** 25 Country 29 **31833** 30 Country

4. FEI Number **NOT APPLICABLE** 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**
 7. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525

10. Name and Address of New Registered Agent
 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 Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when re-registering) DATE

12. OFFICERS AND DIRECTORS

TITLE	CEOP	<input type="checkbox"/> DELETE
NAME	SMITH, ALLEN	
STREET ADDRESS	1239 O.G. SKINNER DRIVE	
CITY-ST-ZIP	WEST POINT GA 31833	
TITLE	DST	<input type="checkbox"/> DELETE
NAME	ASTOR, FRED G JR	
STREET ADDRESS	1239 O.G. SKINNER DRIVE	
CITY-ST-ZIP	WEST POINT GA 31833	
TITLE	ASAT	<input type="checkbox"/> DELETE
NAME	PETTISS, WALTER R	
STREET ADDRESS	1239 O.G. SKINNER DRIVE	
CITY-ST-ZIP	WEST POINT GA 31833	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	PETTISS, WALTER R	
STREET ADDRESS	1239 O.G. SKINNER DRIVE	
CITY-ST-ZIP	WEST POINT GA 31833	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	1233 O.G. Skinner Drive
1.4 CITY-ST-ZIP	
2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	1233 O.G. Skinner Drive
2.4 CITY-ST-ZIP	
3.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	ASAT/D
3.3 STREET ADDRESS	9143 Phillips Highway; Suite 400 Jacksonville, FL 32256
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	Edward C. Horner
4.3 STREET ADDRESS	1233 O.G. Skinner Drive West Point, GA 31833
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
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 in an attachment with an address.

SIGNATURE: *[Signature]* **4/17/97** (706) 645-2000
 SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)