

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

**FILED**  
**Feb 11 1998 8:00am**  
**Secretary of State**

|  |   |   |
|--|---|---|
| PROFIT CORPORATION<br>ANNUAL REPORT<br><b>1998</b> |  | FLORIDA DEPARTMENT OF STATE<br><b>Sandra B. Mortham</b><br>Secretary of State<br>DIVISION OF CORPORATIONS |
|--|---|---|

**DOCUMENT # F97000000295 (2)**  
 1. Corporation Name  
**AERIAL COMMUNICATIONS, INC.**



|   |   |
|---|---|
| Principal Place of Business<br><b>8410 W. BRYN MAWR. STE. 1100<br/>CHICAGO IL 60631</b> | Mailing Address<br><b>8410 W. BRYN MAWR. STE. 1100<br/>CHICAGO IL 60631</b> |
|---|---|

DO NOT WRITE IN THIS SPACE

|                                |    |                                    |    |  |  |
|--------------------------------|----|------------------------------------|----|--|--|
| 2. Principal Place of Business |    | 2a. Mailing Address                |    | 3. Date Incorporated or Qualified<br><b>01/21/1997</b>   |  |
| 21                             | 26 | 4. FEI Number<br><b>39-1706857</b> |    | Applied For<br>Not Applicable  |  |
| Suite, Apt. #, etc.            |    | Suite, Apt. #, etc.                |    | 5. Certificate of Status Desired <input type="checkbox"/> <b>\$8.75 Additional Fee Required</b>  |  |
| 22                             |    | 27                                 |    | 6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/> <b>\$5.00 May Be Added to Fees</b>   |  |
| City & State                   |    | City & State                       |    | 8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No |  |
| 23                             | 28 | Zip                                |    | Country  |  |
| 24                             | 25 | 29                                 | 30 |  |  |

|  |  |  |  |   |  |  |  |
|--|--|--|--|---|--|--|--|
| 9. Name and Address of Current Registered Agent  |  |  |  | 10. Name and Address of New Registered Agent          |  |  |  |
| <b>THE UNITED STATES CORPORATION COMPANY</b><br><b>1201 HAYS STREET</b><br><b>TALLAHASSEE FL 32301</b> |  |  |  | 81 Name   |  |  |  |
|  |  |  |  | 82 Street Address (P.O. Box Number is Not Acceptable) |  |  |  |
|  |  |  |  | 83  |  |  |  |
|  |  |  |  | 84 City   |  |  |  |

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                      | <b>CEOP</b> <input type="checkbox"/> DELETE | 1.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>WARKENTIN, DON</b>                       | 1.2 NAME  |   |
| STREET ADDRESS             | <b>257 LAWDALE</b>                          | 1.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                | <b>WILMETTE IL 60091</b>                    | 1.4 CITY-ST-ZIP                                       |   |
| TITLE                      | <b>S</b> <input type="checkbox"/> DELETE    | 2.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>HRON, MICHAEL G</b>                      | 2.2 NAME  |   |
| STREET ADDRESS             | <b>999 N. LAKE SHORE DR.</b>                | 2.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                | <b>CHICAGO IL 60611</b>                     | 2.4 CITY-ST-ZIP                                       |   |
| TITLE                      | <b>VTD</b> <input type="checkbox"/> DELETE  | 3.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>SMITH, J. CLARKE</b>                     | 3.2 NAME  |   |
| STREET ADDRESS             | <b>1311 ESTATE LANE</b>                     | 3.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                | <b>LAKE FOREST IL 60525</b>                 | 3.4 CITY-ST-ZIP                                       |   |
| TITLE                      | <b>V</b> <input type="checkbox"/> DELETE    | 4.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>LOWRY, DAVID</b>                         | 4.2 NAME  |   |
| STREET ADDRESS             | <b>15 W455 62ND ST.</b>                     | 4.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                | <b>BURR RIDGE IL 60521</b>                  | 4.4 CITY-ST-ZIP                                       |   |
| TITLE                      | <b>AS</b> <input type="checkbox"/> DELETE   | 5.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>DECARLO, WILLIAM S ESQ.</b>              | 5.2 NAME  |   |
| STREET ADDRESS             | <b>135 S. FIRTH ROAD</b>                    | 5.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                | <b>INVERNESS IL 60067</b>                   | 5.4 CITY-ST-ZIP                                       |   |
| TITLE                      | <b>AS</b> <input type="checkbox"/> DELETE   | 6.1 TITLE   | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| NAME                       | <b>DAILEY, B. SCOTT</b>                     | 6.2 NAME  |   |
| STREET ADDRESS             | <b>301 YORK DR.</b>                         | 6.3 STREET ADDRESS                                    |   |
| CITY-ST-ZIP                | <b>GRAYSLAKE IL 60030</b>                   | 6.4 CITY-ST-ZIP                                       |   |

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 any attachment with an address.

SIGNATURE: \_\_\_\_\_

CP2E034 (10/97)