


File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999	 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILED
 MAR 29 PM 5:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILING FEE	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee
\$ 188.75	Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company DOCUMENT # L96000001137 PARAMOUNT WIRELESS COMMUNICATIONS OF FLORIDA, LLC 215 SOUTH MONROE STREET, 2ND FLOOR TALLAHASSEE FL 32301

1a. Principal Place of Business Address 215 SOUTH MONROE STREET, 2ND TALLAHASSEE FL 32301

2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.	Suite, Apt. #, etc.	10/28/1996	FL
City & State	City & State	4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	59-3367119	
		5. Date of Last Report	6. Certificate of Status Desired
		04/20/1998	\$8.75 Additional Fee Required <input type="checkbox"/>


7. Name and Address of Current Registered Agent DUNBAR, PETER M 215 SOUTH MONROE STREET 2ND FLOOR TALLAHASSEE FL 32301
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8. Name and Address of New Registered Agent/Office Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City FL Zip Code

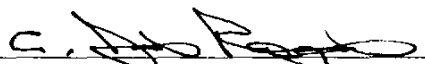
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when changing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MEM	HART, ROBERT A IV	215 SOUTH MONROE ST. 2ND F	TALLAHASSEE FL
MEM	ROGERS, C. JAMES	215 SOUTH MONROE ST. 2ND F	TALLAHASSEE FL
MEM	NOLAN, THOMAS A	215 SOUTH MONROE ST. 2ND F	TALLAHASSEE FL
MEM	MITCHELL, ANITA	215 SOUTH MONROE ST. 2ND F	TALLAHASSEE FL

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11 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 is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE:  C. James Rogers 3-23-99 225 297-2500