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Apr 02 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F83264 (4)
1. Corporation Name
WESTEL-INDIANAPOLIS COMPANY



Principal Place of Business 1100 PEACHTREE ST. SUITE 910 ATLANTA GA 30309	Mailing Address 1100 PEACHTREE ST. SUITE 910 ATLANTA GA 30309
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2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 05/28/1982	3a. Date of Last Report 05/01/1996
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.	4. FEI Number 59-2217878		Applied For Not Applicable	
22 City & State	27 City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23 Zip	28 Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24 Country	29 Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent THE PRENTICE-HALL CORPORATION SYSTEM 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	
		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 reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
<input type="checkbox"/> DELETE		<input type="checkbox"/> Change <input type="checkbox"/> Addition	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D HAMM, CHARLES S. 1100 PEACHTREE ST., SUITE 1000 ATLANTA GA 30309	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY - ST - ZIP	SEE SCHEDULE ATTACHED
TITLE NAME STREET ADDRESS CITY - ST - ZIP	DVS WALSH, MARTIN T. 1100 PEACHTREE ST., SUITE 1000 ATLANTA GA 30309	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY - ST - ZIP	DVS CARBONELL, JOAQUIN R. 1100 PEACHTREE STREET, SUITE 1000 ATLANTA, GA 30309
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V GLASS, JAMES W. 1100 PEACHTREE ST., SUITE 1000 ATLANTA GA 30309	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY - ST - ZIP	VH GLASS, JAMES W. 1100 PEACHTREE ST., SUITE 1000 ATLANTA, GA 30309
TITLE NAME STREET ADDRESS CITY - ST - ZIP	V GRENUK, JOSEPH H 1100 PEACHTREE ST., SUITE 900 ATLANTA GA 30309	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY - ST - ZIP	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY - ST - ZIP	600002131256 -04/02/97--01061--013 ***1155.00

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. 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: X

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

JOAQUIN R. CARBONELL 3/25/97 404/249-0934

Date

Daytime phone #

0611358

CR2E034 (9/96)

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**WESTEL-INDIANAPOLIS COMPANY
DIRECTORS AND OFFICERS
as of March 25, 1997**

DIRECTORS

Charles S. Hamm	1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599
Benjamin F. Holcomb	1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599
Martin T. Walsh	1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599

OFFICERS

Benjamin F. Holcomb	President	1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599
Vincent R. Clawson	Vice President - Engineering & Operations	1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599
James A. Thorpe	Vice President - Sales & Marketing	1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599
Roy P. McAllister	Vice President - Corporate Affairs	1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599
James W. Glass	Vice President - Finance and Treasurer	1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599
Martin T. Walsh	Vice President - General Counsel & Secretary	1100 Peachtree Street Suite 1000 Atlanta, GA 30309-4599
Joseph H. Grenuk	Vice President - Region I	1100 Peachtree Street Suite 900 Atlanta, GA 30309-4599
Eric Hertz	Vice President - Region II and Operations/ General Manager	c/o Cellular One 1810 W. Beltline Highway Madison, WI 53713
John J. Smith	Vice President-Operations/ General Manager	8888 Keystone Crossing Suite 300 Indianapolis, IN 46240

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C. W. Shewbridge, III	Vice President - Taxes	1155 Peachtree Street Suite 1922 Atlanta, GA 30309-3610
Nancy J. Davis	Assistant Vice President - Taxes	1155 Peachtree Street Room 16E02 Atlanta, GA 30309-3610
Jerry L. Davis	Assistant Vice President - Taxes	1155 Peachtree Street Room 16E04 Atlanta, GA 30309-3610
Leanne N. Harvey	Assistant Vice President - Taxes	1155 Peachtree Street Room 16H02 Atlanta, GA 30309-3610
Louis Merritt II	Assistant Vice President - Taxes	1155 Peachtree Street Room 16E02 Atlanta, GA 30309-3610
Sandy S. Rudd	Assistant Vice President - Taxes	1155 Peachtree Street Room 16E02 Atlanta, GA 30309-3610
Juliana W. Protiva	Assistant Vice President - Taxes	1155 Peachtree Street Room 16E02 Atlanta, GA 30309-3610
Debbie Held	Comptroller	500 Northpark Town Center 1100 Abernathy Road Suite 300 Atlanta, GA 30328
C. Claiborne Barksdale	Assistant Secretary	1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599
David G. Frolio	Assistant Secretary	1133 21st Street, N.W. Washington, D.C. 20036
Kerwin L. Gray	Assistant Secretary	1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599
Michael P. Goggin	Assistant Secretary	1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599
Joyce Clower Irvine	Assistant Secretary	1155 Peachtree Street Suite 1800 Atlanta, GA 30309-3610
Charleste G. McCoy	Assistant Secretary	400 Perimeter Center 1100 Johnson Ferry Road Suite 180 Atlanta, GA 30342

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Elizabeth A. Mussell

Assistant Secretary

1100 Peachtree Street
Suite 910
Atlanta, GA 30309-4599

Anath Qualls

Assistant Treasurer

500 Northpark Town Center
1100 Abernathy Road
Suite 300
Atlanta, GA 30328