

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

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
Apr 21 1997 8:00am
Secretary of State

DOCUMENT # F93000003059 (3)

1. Corporation Name

VOICECOM SYSTEMS, INC.

Principal Place of Business

500 NORTHRIDGE RD, STE 800
ATLANTA GA 30350
US

Mailing Address

500 NORTHRIDGE RD, STE 800
ATLANTA GA 30350-3300
US



3. Date Incorporated or Qualified

07/01/1993

3a. Date of Last Report

05/01/1996

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

24 Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

29 Country

4. FEI Number

93-1094440

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 has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

9. Name and Address of Current Registered Agent

THE PRENTICE HALL CORPORATION SYSTEM, INC.
110 NORTH MAGNOLIA STREET
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

TITLE NAME STREET ADDRESS CITY-ST-ZIP

PD OLIVER, THOMAS R
500 NORTHRIDGE RD, STE 800
ATLANTA GA

TITLE NAME STREET ADDRESS CITY-ST-ZIP

VTS CONELY, GAIL S
500 NORTHRIDGE RD, STE 800
ATLANTA GA

TITLE NAME STREET ADDRESS CITY-ST-ZIP

V NELLBURGER, WARREN
500 NORTHRIDGE RD, STE 800
ATLANTA GA 30350

TITLE NAME STREET ADDRESS CITY-ST-ZIP

V SCHRAFFT, THEODORE P
500 NORTHRIDGE RD STE 800
ATLANTA GA

TITLE NAME STREET ADDRESS CITY-ST-ZIP

V JAMARA, SALLY
500 NORTHRIDGE RD, STE 800
ATLANTA GA 30350

TITLE NAME STREET ADDRESS CITY-ST-ZIP

AS ROBERTSON, BRUCE
1101 SECOND AVE, 18TH FLOOR
SEATTLE WA 98101-2339

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP

FIFE, THOMAS W.
777-108th AVE N.E., STE 2300
BELLEVUE WA 98004

2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP

3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP

4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP

5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP

6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP

PRESIDENT

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 on an attachment with an address.

SIGNATURE

4/21/97

170-143-2100

CR2E034 (9/96)

VOICECOM SYSTEMS, INC.
(formerly VC Acquisition, Inc.)
As of January 1, 1997

Officers

Chief Executive Officer	Thomas W. Fife 500 Northridge Road, Ste. 800 Atlanta, GA 30350
President Chief Operating Officer	Theodore Schrafft 500 Northridge Road, Ste 800 Atlanta, GA 30350
Sr. VP, Chief Financial Officer, Secretary, Treasurer	Gail S. Conely 500 Northridge Road, Ste. 800 Atlanta, GA 30350
Vice President,	Warren Neuburger 500 Northridge Road, Ste. 800 Atlanta, GA 30350
Vice President	Sally Jamara 500 Northridge Road, Ste. 800 Atlanta, GA 30350
Vice President	Kelle D. McConnell 500 Northridge Road, Ste. 800 Atlanta, GA 30350
Assistant Secretary	Bruce Robertson Garvey, Schubert & Barer Second & Seneca Building 1191 Second Avenue, 18th Floor Seattle, WA 98101-2939

Term of the above officers expires when successors are qualified and elected.
There is no specific term.

**VOICECOM SYSTEMS, INC.
(formerly VC Acquisition, Inc.)
As of January 1, 1997**

Directors

**Thomas W. Fife (Chairman of the Board
777 - 108th Avenue N.E., Suite 2300
Bellevue, WA 98004**

**Richard Davenport, Divisional Manager
c/o British Telecommunications plc
Controller, Network Investment
Finance: World-Wide Networks, Inc.
PP 220, Holborn Centre
London, England EC1N 2TE**

**Wayne C. Wager
Cable & Howse Ventures
Rainer Bank Plaza
777 - 108th Avenue NE, Suite 2300
Bellevue, WA 98004**

**Larry G. Wells
Sundance Venture Partners
10600 N. DeAnza Blvd., Suite 215
Cupertino, CA 95014**

The term of the above directors expires when successors are qualified and elected. There is no specific term.