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May 07 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 # F93000004808 (2)

1. Corporation Name
COMSAT CORPORATION



Principal Place of Business
**6560 ROCK SPRING DR.
 BETHESDA MD 20817**

Mailing Address
**6560 ROCK SPRING DR.
 BETHESDA MD 20817-1145**

3. Date Incorporated or Qualified **10/25/1993** 3a. Date of Last Report **05/01/1996**

2. Principal Place of Business

2a. Mailing Address

4. FEI Number

Applied For
 Not Applicable

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

52-0781863

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

22 City & State

27 City & State

6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**

23 Zip

Country

28 Zip

Country

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

**CT CORPORATION SYSTEM
 1200 PINE ISLAND RD.
 PLANTATION FL 33324**

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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE DELETE
 NAME **P ALEWINE, BETTY**
 STREET ADDRESS **6560 ROCK SPRING DR.**
 CITY-ST-ZIP **BETHESDA MD 20817**

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

TITLE DELETE
 NAME **SVP MARIO, RONALD J**
 STREET ADDRESS **22300 COMSAT DR.**
 CITY-ST-ZIP **CLARKSBURG MD**

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

TITLE DELETE
 NAME **VGCS ZEGER, WARREN Y.**
 STREET ADDRESS **6560 ROCK SPRING DRIVE**
 CITY-ST-ZIP **BETHESDA MD**

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

TITLE DELETE
 NAME **VP FLOWER, ALLEN E.**
 STREET ADDRESS **6560 ROCK SPRING DRIVE**
 CITY-ST-ZIP **BETHESDA MD**

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

TITLE DELETE
 NAME **PCEO CROCKETT, BRUCE L**
 STREET ADDRESS **6560 ROCK SPRING DR.**
 CITY-ST-ZIP **BETHESDA MD 20817**

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

TITLE DELETE
 NAME **P THOMAS, RICHARD E.**
 STREET ADDRESS **6560 ROCK SPRING DR.**
 CITY-ST-ZIP **BETHESDA MD**

6.1 TITLE Change Addition
 6.2 NAME **THOMAS, RAYMOND D.**
 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 on an attachment with an address.

SIGNATURE: *Nancy E. Weber*

Nancy E. Weber Assistant Secretary

301-214-3000

CR2E034 (9/96)

**State of Florida
Profit Corporation Annual Report
for
COMSAT CORPORATION
FEI Number: 52-0781863**

April, 1997

Board of Directors

<u>Name</u>	<u>Address</u>
Mr. C. J. Silas	COMSAT 6560 Rock Spring Drive Bethesda, MD 20817-1146
Mrs. Betty C. Alewine	President and Chief Executive Officer COMSAT 6560 Rock Spring Drive Bethesda, MD 20817-1146
Mrs. Lucy Wilson Benson	COMSAT 6560 Rock Spring Drive Bethesda, MD 20817-1146
Edwin I. Colodny, Esq.	Paul, Hastings, Janofsky and Walker 1299 Connecticut Avenue, N.W. 10th Floor Washington, D.C. 20004
The Honorable Lawrence Eagleburger	Baker, Donelson, Bearman & Caldwell 801 Pennsylvania Ave., N.W. Suite 800 Washington, D.C. 20004
Mr. Neal B. Freeman	The Blackwell Corporation USA Today Building, 27th Floor 1000 Wilson Blvd. Arlington, VA 22209
Mr. Arthur Hauspurg	COMSAT 6560 Rock Spring Drive Bethesda, MD 20817-1146

COMSAT CORPORATION
Board of Directors
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<u>Name</u>	<u>Address</u>
Caleb B. Hurtt	COMSAT 6560 Rock Spring Drive Bethesda, MD 20817-1146
Mr. Peter S. Knight	Wunder, Diefenderfer, Canon & Thelen 1615 L Street, N.W., Suite 650 Washington, D.C. 20036
Dr. Peter W. Likins	Lehigh University Alumni Memorial Building #27 Bethlehem, PA 18015
Mr. Howard M. Love	500 Grant Street Suite 2715 Pittsburgh, PA 15217
Charles T. Manatt	Manatt, Phelps & Phillips 1501 M Street, N.W. Suite 700 Washington, D.C. 20005-1702
Mr. Robert G. Schwartz	Metropolitan Life Insurance Company 200 Park Avenue, Suite 5700 New York, NY 10166-0114
Mrs. Dolores D. Wharton	P. O. Box 615 Cooperstown, NY 13326

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Profit Corporation Annual Report
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FEI Number: 52-0781863**

April, 1997

Additional Officers

<u>Name</u>	<u>Title</u>	<u>Address</u>
John V. Evans	Chief Technical Officer	6560 Rock Spring Drive Bethesda, MD 20817
Charles Lyons	President, Ascent Entertainment Group, Inc.	Same
Alan G. Korobov	Controller	Same
James M. Carroll	Vice President, Congressional Relations	Same
Janet L. Dewar	Vice President, Corporate Affairs	Same
Paul G. Pizzani	Treasurer	Same
Nancy E. Weber	Assistant Secretary	Same

The telephone number for all officers is (301) 214-3000.