

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 17, 1997.
AMOUNT DUE ON OR BEFORE 9/17/97: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750.)

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # F94000000707 (9)

1. Corporation Name
METROCALL, INC.

Principal Place of Business

6677 RICHMOND HWY.
ALEXANDRIA VA 22306

Mailing Address

6677 RICHMOND HWY
ALEXANDRIA VA 22306
US

FILED
Sep 25 1997 8:00am
Secretary of State



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 02/14/1994	3a. Date of Last Report 02/06/1996
4. FEI Number 54-1215634	Applied For Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
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	

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip

Country

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip

Country

6910 Richmond Highway

Alexandria, VA

22306

USA

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM, INC.
1201 HAYS ST., STE. 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

TITLE	D	DELETE
NAME	BROCK, HARRY L JR.	
STREET ADDRESS	6677 RICHMOND HWY.	
CITY-ST-ZIP	ALEXANDRIA VA	
TITLE	D	DELETE
NAME	KIDD, CHRISTOPHER A	
STREET ADDRESS	6677 RICHMOND HWY.	
CITY-ST-ZIP	ALEXANDRIA VA	
TITLE	CFOV (Officer)	DELETE
NAME	KELLY, VINCENT D	
STREET ADDRESS	6677 RICHMOND HWY.	
CITY-ST-ZIP	ALEXANDRIA VA 22306	
TITLE	SD	DELETE
NAME	BROCK, SUZANNE S	
STREET ADDRESS	6677 RICHMOND HWY.	
CITY-ST-ZIP	ALEXANDRIA VA	
TITLE	PD	DELETE
NAME	COLLINS, WILLIAM L. III	
STREET ADDRESS	6677 RICHMOND HWY	
CITY-ST-ZIP	ALEXANDRIA VA	
TITLE	VD (Officer)	DELETE
NAME	JACOBY, STEVEN D.	
STREET ADDRESS	6677 RICHMOND HWY	
CITY-ST-ZIP	ALEXANDRIA VA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	Change	Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	Change	Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	Change	Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE	Change	Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE	Change	Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE	Change	Addition
6.2 NAME		
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: *[Signature]* 9/25/97

CR2E034 (4/97)

CORPORATE ENTITY: **Metrocall, Inc.**
FEDERAL ID: **64-1216634**
ADDRESS: 6677 Richmond Highway, Alexandria, Virginia 22306
Tel. (703) 660-6677 Fax: (703) 660-6292

Contact Person: Laura Dawson Tax Manager (703) 660-6677, Ext. 5162

DIRECTORS AND OFFICERS**SOCIAL SECURITY #**

Richard M. Johnson 2000 Grant Building, Pittsburgh, PA 15219	Chairman, Director	723-18-9360
William L. Collins, III 6677 Richmond Highway, Alexandria, VA 22306	Vice Chairman, President, CEO, Director	219-58-8391
Harry L. Brock, Jr. 6677 Richmond Highway, Alexandria, VA 22306	Director	546-46-6614
Suzanne S. Brock 6677 Richmond Highway, Alexandria, VA 22306	Director	556-50-1645
Elliott H. Singer 2416 Hillsboro Road, Suite 303, Nashville, TN 37212	Director	255-54-6361
Vincent D. Kelly 6677 Richmond Highway, Alexandria, VA 22306	CFO, Treasurer, Vice President	224-96-0744
Shirley B. White 6677 Richmond Highway, Alexandria, VA 22306	Assistant Secretary	223-70-5540
Steven D. Jacoby 6677 Richmond Highway, Alexandria, VA 22306	COO, Vice President	175-48-3815
Ronald V. Aprahamian 12110 Sunset Hills Road, Reston, VA 22306	Director	372-46-1927
Francis A. Martin, III 275 Battery St., #1850 San Francisco, CA 94111	Director	566-60-6067
Ray D. Russenberger 600 S., Barracks Street, Pensacola, FL 32501	Director	431-06-5767
Michael Greene 299 Park Avenue, 34th Floor, New York, NY 10171	Director	151-50-4000
Ryal R. Poppa 4450 Arapahoe Ave., Suite 100, Boulder, CO 80303	Director	552-42-5119
Royce R. Yudkoff ABRY Partners, Inc., 18 Newbury St., Boston, MA 02116	Director	079-40-1416

Date Incorporated: October 26, 1982**State of Incorporation: Delaware**
