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**May 20 1998 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1998



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

DOCUMENT # F94000001893 (6)
1. Corporation Name
WIRELESS BROADCASTING SYSTEMS OF WEST PALM, INC.



Principal Place of Business: 9250 E. COSTILLA AVE., STE 325 ENGLEWOOD CO 80112
Mailing Address: 9250 E. COSTILLA AVE., STE 325 ENGLEWOOD CO 80112

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 04/13/1994	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 36-3942569	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	Country	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
24	Country	29	Zip	7. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	<input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324				10. Name and Address of New Registered Agent	
				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	
				84	City
				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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD KINGERY, WILLIAM 312 QUINTO CASTLE ROCK CO	1.1 TITLE	ASST. S Muehlstein, John 161 N. Clark Street, Ste 3100 Chicago IL 60601
NAME	AS DEVERS, ROBERT 2220 E WEAHERSTONE CIR HIGHLANDS RANCH CO 80126	1.2 NAME	COO Wilson, Sharan 9250 E. Costilla Ave, Ste 325 Englewood Co 80112
STREET ADDRESS	D PEDERSON, PEER 161 NORTH CLARK STREET, STE 3100 CHICAGO IL	1.3 STREET ADDRESS	VP OF Marketing Scurto, Chris. 9250 E. Costilla Ave, Ste 325 Englewood Co 80112
CITY-ST-ZIP	TS DICKEY, JEB 9250 E. COSTELLA AVENUE, STE 325 ENGLEWOOD CO	1.4 CITY-ST-ZIP	VP, General Counsel Richter, Jennifer 9250 E. Costilla Ave, Ste 325 Englewood Co 80112
TITLE	C BUNTROCK, DEAN L 3003 BUTTERFIELD ROAD OAK BROOK IL	2.1 TITLE	
NAME	D JOHNSON JR., GEORGE D 200 SOUTH ANDREWS AVENUE FORT LAUDERDALE FL	2.2 NAME	
STREET ADDRESS		2.3 STREET ADDRESS	
CITY-ST-ZIP		2.4 CITY-ST-ZIP	
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I 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 on an attachment with an address.

SIGNATURE _____

CR2E034 (10/97)

→ 450 E. Las Olas Blvd., Ste 110

(303) 649-1195

WIRELESS BROADCASTING SYSTEMS OF WEST PALM BEACH, INC.
9250 E. COSTILLA AVENUE, #325
PHONE: 303/649-1195
FAX: 303/649-1195

OFFICERS AND DIRECTORS

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
DEAN BUNTROCK •	CHAIRMAN	3003 BUTTERFIELD ROAD OAKBROOK, IL 60521
GEORGE JOHNSON •	DIRECTOR	EXTENDED STAY AMERICA, INC. 450 E. LAS OLAS BLVD. SUITE 110 FT. LAUDERDALE, FL 33301
PEER PEDERSEN •	DIRECTOR	PEDERSEN & HOUP 161 N. CLARK STREET SUITE 3100 CHICAGO, IL 60601
JOHN MUEHLSTEIN	ASSISTANT SECRETARY	PEDERSEN & HOUP 161 N. CLARK STREET SUITE 3100 CHICAGO, IL 60601
BILL KINGERY •	PRESIDENT, CHIEF EXECUTIVE OFFICER & DIRECTOR	9250 E. COSTILLA AVE., SUITE 325 ENGLEWOOD, CO 80112
SHARAN WILSON	CHIEF OPERATING OFFICER	9250 E. COSTILLA AVE., SUITE 325 ENGLEWOOD, CO 80112
CHRIS SCURTO	VICE PRESIDENT OF MARKETING	9250 E. COSTILLA AVE., SUITE 325 ENGLEWOOD, CO 80112
JEB DICKEY •	CHIEF FINANCIAL OFFICER, TREASURER & ASSISTANT SECRETARY	9250 E. COSTILLA AVE., SUITE 325 ENGLEWOOD, CO 80112
ROBERT DEVERS •	CONTROLLER & ASSISTANT SECRETARY	9250 E. COSTILLA AVE., SUITE 325 ENGLEWOOD, CO 80112
JENNIFER RICHTER	VICE PRESIDENT, GENERAL COUNSEL & SECRETARY	9250 E. COSTILLA AVE., SUITE 325 ENGLEWOOD, CO 80112