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Jan 22 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 # **F95000000631 (0)**

1. Corporation Name  
**CELLULAR WHOLESALERS, INC.**



Principal Place of Business  
**3100 NW 72ND AVE UNIT 102  
MIAMI FL 33122  
US**

Mailing Address  
**5151 CHURCH ST.  
SKOKIE IL 60077-1123  
US**

3. Date Incorporated or Qualified <b>02/07/1995</b>	3a. Date of Last Report <b>04/15/1996</b>
4. FEI Number <b>36-3519553</b>	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75 Additional Fee Required</b>
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00 May Be Added to Fees</b>
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

9. Name and Address of Current Registered Agent  
**CT 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	<b>DV</b> <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>LEAVITT, PHILIP</b>	1.2 NAME	
STREET ADDRESS	<b>5151 CHURCH ST.</b>	1.3 STREET ADDRESS	
CITY - ST - ZIP	<b>SKOKIE IL 60077-1288</b>	1.4 CITY - ST - ZIP	
TITLE	<b>DV</b> <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>GEITNER, SHERWIN</b>	2.2 NAME	
STREET ADDRESS	<b>5151 CHURCH ST.</b>	2.3 STREET ADDRESS	
CITY - ST - ZIP	<b>SKOKIE IL 60077-1288</b>	2.4 CITY - ST - ZIP	
TITLE	<b>DP</b> <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>GOLDBERG, RONALD</b>	3.2 NAME	
STREET ADDRESS	<b>5151 CHURCH ST.</b>	3.3 STREET ADDRESS	
CITY - ST - ZIP	<b>SKOKIE IL 60077-1288</b>	3.4 CITY - ST - ZIP	
TITLE	<b>ST</b> <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>COHEN, MELVYN</b>	4.2 NAME	
STREET ADDRESS	<b>5151 CHURCH ST.</b>	4.3 STREET ADDRESS	
CITY - ST - ZIP	<b>SKOKIE IL 60077-1288</b>	4.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY - ST - ZIP		5.4 CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY - ST - ZIP		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 or on an attachment with an address.

SIGNATURE:

*[Signature]*

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date

(847)982-0220

Daytime Phone #

04R1560

CR2E034 (9/96)