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May 16 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



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

DOCUMENT # F95000005289 (2)

1. Corporation Name

U S WEST PCS HOLDINGS, INC.



Principal Place of Business

Mailing Address

7800 EAST ORCHARD ROAD, SUITE 480
ENGLEWOOD CO 80111

7800 EAST ORCHARD ROAD, SUITE 480
ENGLEWOOD CO 80111-2533

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

Suite 390

Suite 390

City & State

City & State

23

28

Zip

Country

Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

C T CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
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 type for printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating.)

DATE

12. OFFICERS AND DIRECTORS

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	OPT	<input type="checkbox"/> DELETE
NAME	LILLIS, CHARLES M	
STREET ADDRESS	7800 EAST ORCHARD ROAD, SUITE 200	
CITY - ST - ZIP	ENGLEWOOD CO 80111	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	ROELLIG, MARK D	
STREET ADDRESS	7800 EAST ORCHARD ROAD, SUITE 480	
CITY - ST - ZIP	ENGLEWOOD CO 80111	
TITLE	AS	<input checked="" type="checkbox"/> DELETE
NAME	CHANEY, TERRY K	
STREET ADDRESS	7800 EAST ORCHARD ROAD, SUITE 480	
CITY - ST - ZIP	ENGLEWOOD CO 80111	
TITLE	AS	<input type="checkbox"/> DELETE
NAME	HUJAR, GLENDA M	
STREET ADDRESS	7800 EAST ORCHARD ROAD, SUITE 480	
CITY - ST - ZIP	ENGLEWOOD CO 80111	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY - ST - ZIP		

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
2.2 NAME	Sharon L. Naylor
2.3 STREET ADDRESS	7800 East Orchard Road, #200
2.4 CITY - ST - ZIP	Englewood, CO 80111
3.1 TITLE	Assistant Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	Stephen E. Brilz
3.3 STREET ADDRESS	7800 East Orchard Road, #390
3.4 CITY - ST - ZIP	Englewood, CO 80111
4.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	#390
4.4 CITY - ST - ZIP	
5.1 TITLE	Assistant Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	Sean C. Lindsay
5.3 STREET ADDRESS	7800 East Orchard Road, #390
5.4 CITY - ST - ZIP	Englewood, CO 80111
6.1 TITLE	Assistant Secretary <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	Diane M. Phillips
6.3 STREET ADDRESS	7800 East Orchard Road, #390
6.4 CITY - ST - ZIP	Englewood, CO 80111

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:

Diane M. Phillips
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Diane M. Phillips

4-30-97

Date

(303) 804-6735

Daytime Phone #

CR2E034 (9/96)

Directors and Officers
U S WEST PCS Holdings, Inc.

Charles M. Lillis Director
Primary : 7800 East Orchard Road
Address : Suite 200
Englewood, Colorado 80111

Charles M. Lillis President & Treasurer
Primary : 7800 East Orchard Road
Address : Suite 200
Englewood, Colorado 80111

Sharon L. Naylor Secretary
Primary : 7800 East Orchard Road
Address : Suite 200
Englewood, Colorado 80111

Stephen E. Brillz Assistant Secretary
Primary : 7800 East Orchard Road
Address : Suite 390
Englewood, Colorado 80111

Glenda M. Hajar Assistant Secretary
Primary : 7800 East Orchard Road
Address : Suite 390
Englewood, Colorado 80111

Sean C. Lindsay **Assistant Secretary**

Primary : 7800 Orchard Road
Address : Suite 390
Englewood, CO 80111

Diane M. Phillips Assistant Secretary
Primary : 7800 East Orchard Road
Address : Suite390
Englewood, Colorado 80111