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PROFIT CORPORATION ANNUAL REPORT

1998



FLORIDA DEPARTMENT OF STATE Sandre B. Mortham

Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F95000005289

U S WEST PCS HOLDINGS, INC.

FILED Apr 06 1998 8:00am Secretary of State

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S. Name and Address of Current Registered Agent CT Corporation System 1200 South Pine Island Road Plantation FL 33324 13		_ 	_ '		in y		1					
CT Corporation System 1200 South Pine Island Road Plantation FL 33324 13324 1453 1564 Civ		301							LI NO			
12.00 South Pine Island Road Plantation FL 33324 84 City FL 85 Zip Code 14. Pursuant to the provisions of Sections 607.0502 and 607.1508 Findids Statuter. The above-named corporation's board of directors. In ereby accept the appointment as registered agent, or both in the State of Florida. Such compose was authorized by the corporation's board of directors. In ereby accept the appointment as registered agent, or many with, and accept the obligations of Section 607.0505, Florida Statutes. SIGNATURE STORMATURE					81	Name						
12.00 South Pine Island Road Plantation FL 33324 84 City Sed City FL 85 Zip Code 14. Pursuant to the provisions of Sections 607.0502 and 607.1508 Florids 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. In netby accept the appointment as registered agent and accept the obligations of. Section 607.0505, Florids Statutes. SIGNATURE STOCK	CT Corporation System					Con 4						
Plantation FL 33324 11. Pursuant to the provisions of Sections 607.0502 and 607.1508 Florids Statutes. The above-named corporation submits this statement for the purpose of changing its registered agent. I am familiar with, and accept the obligations of. Section 607.0505, Florids Statutes. Commission of the provisions of Sections 607.0505 Florids Statutes.				ŀ	DZ	Siree: A	ADDITES:	is (P.O. dox number is Not Acceptable)			
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. Intereby accept the appointment as registered agent, and accept the obligations of Section 607.0502. Profess Statutes. SIGNATURE					83							
Pursuant to the provisions of Sections 607.0502 and 607.1508. Floride Statuter. The above-named corporation submits this statement for the purpose of changing its registered agent. I am familiar with, and accept the obligations of Section 607.0508. Floride Statutes. SIGNATURE	Tancacion	FB 33324				C's						
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indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal affect 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: _ Slenda DX.

4-2-98

POENSA (HANDEN

Directors, Officers, etc.

U S WEST PCS Holdings, Inc.

Monday, March 30, 1998

DIRECTORS:

Charles M. Lillis

Director

Primary

7800 East Orchard Road

Address:

Suite 200

Englewood, Colorado 80111

Primary Phone:

(303)793-6315

OFFICERS:

Charles M. Lillis

President & Treasurer

Primary

7800 East Orchard Road

Address:

Suite 200

Englewood, Colorado 80111

Primary Phone:

(303)793-6315

Antonia D. Ozeroff

Secretary

Primary

1801 California Street

Address:

Room 5200

Denver, Colorado 80202

Primary Phone:

(303) 896-2091

Stephen E. Brilz

Assistant Secretary 7800 East Orchard Road

Primary Address:

Suite 390

Suite 390

Englewood, Colorado 80111

Primary Phone:

(303)793-6626

Glenda M. Hijar

Assistant Secretary

Primary

7800 East Orchard Road

Address:

Suite 390 Englewood, Colorado 80111

Primary Phone:

(303)793-6531

Sean C. Lindsay

Assistant Secretary

Primary

7800 Orchard Road

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Englewood, CO 80111

Primary Phone:

796-6056