

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
May 15 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # F96000002780
 1. Corporation Name
NextWave Telecom Inc.

Principal Place of Business	Mailing Address
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2. Principal Place of Business	2a. Mailing Address
21 1013 Centre Road Suite, Apt. #, etc.	26 6256 Greenwich Drive Suite, Apt. #, etc.
22 City & State	27 Suite 500 City & State
23 Wilmington, DE Zip Country	28 San Diego, CA Zip Country
24 19805 25 USA	29 92122 30 USA

3. Date Incorporated or Qualified 6/4/96	3a. Date of Last Report First Report
4. FEI Number 33-0663509	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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent
Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	FL
83	
84 City	

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

TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY - ST - ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	CEO, President & Director
1.3 STREET ADDRESS	Allen Salmasi, NextWave Telecom Inc.
1.4 CITY - ST - ZIP	6256 Greenwich Drive, Suite 500 San Diego, CA 92122
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	Executive Vice President & Director
2.3 STREET ADDRESS	Janice Obuchowski, NextWave Telecom
2.4 CITY - ST - ZIP	6256 Greenwich Dr., Ste. 500 San Diego, CA 92122
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	Senior Vice President & Director
3.3 STREET ADDRESS	Kevin Finn, NextWave Telecom Inc.
3.4 CITY - ST - ZIP	6256 Greenwich Drive, Suite 500 San Diego, CA 92122
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	Director
4.3 STREET ADDRESS	Nicole Salmasi, NextWave Telecom Inc
4.4 CITY - ST - ZIP	6256 Greenwich Drive, Suite 500 San Diego, CA 92122
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	600002193166
6.4 CITY - ST - ZIP	-05/28/97--01001--009

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 199.032, 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: Allen Salmasi **5/31/97** **619-453-2828**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E03 (9/96)