

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 # F96000004401
 1. Corporation Name

NextWave Wireless Inc.

Principal Place of Business

Mailing Address

2. Principal Place of Business 21 1013 Centre Road Suite, Apt. #, etc. 22 City & State 23 Wilmington, DE Zip Country 24 19805 25 USA		2a. Mailing Address 26 6256 Greenwich Drive Suite, Apt. #, etc. 27 Suite 500 City & State 28 San Diego, CA Zip Country 29 92122 30 USA		3. Date Incorporated or Qualified 8/27/96	3a. Date of Last Report First Report
		4. FEI Number 33-0717550		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 checked="" type="checkbox"/> No			

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

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

Signature, typed or 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	<input type="checkbox"/> DELETE	1.1 TITLE	CEO, President & Director Change <input type="checkbox"/> Addition
NAME		1.2 NAME	Allen Salmasi, NextWave Telecom Inc.
STREET ADDRESS		1.3 STREET ADDRESS	6256 Greenwich Drive, Suite 500
CITY-ST-ZIP		1.4 CITY-ST-ZIP	San Diego, CA 92122
TITLE	<input type="checkbox"/> DELETE	2.1 TITLE	Executive Vice President & Director Change <input type="checkbox"/> Addition
NAME		2.2 NAME	Janice Obuchowski, NextWave Telecom Inc.
STREET ADDRESS		2.3 STREET ADDRESS	6256 Greenwich Drive, #500
CITY-ST-ZIP		2.4 CITY-ST-ZIP	San Diego, CA 92122
TITLE	<input type="checkbox"/> DELETE	3.1 TITLE	Senior Vice President & Director Change <input type="checkbox"/> Addition
NAME		3.2 NAME	Kevin Finn, NextWave Telecom Inc.
STREET ADDRESS		3.3 STREET ADDRESS	6256 Greenwich Drive, Suite 500
CITY-ST-ZIP		3.4 CITY-ST-ZIP	San Diego, CA 92122
TITLE	<input type="checkbox"/> DELETE	4.1 TITLE	Director Change <input type="checkbox"/> Addition
NAME		4.2 NAME	Nicole Salmasi, NextWave Telecom Inc.
STREET ADDRESS		4.3 STREET ADDRESS	6256 Greenwich Drive, Suite 500
CITY-ST-ZIP		4.4 CITY-ST-ZIP	San Diego, CA 92122
TITLE	<input type="checkbox"/> DELETE	5.1 TITLE	
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	
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 if changed, or on an attachment with an address.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/21/97

Date

619-453-2828

Daytime Phone #

PR2E039 (9/96)