

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

FILED
May 11, 1999 8:00 am
Secretary of State

05-11-1999 90046 049 ***150.00

PROFIT CORPORATION
 ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # F96000004714

1. Corporation Name
OAKSTONE, INC.
America One Communications, Inc.

Principal Place of Business Mailing Address
 2980 FAIRVIEW PARK DR #1300 2980 FAIRVIEW PARK DR #1300
 FALLS CHURCH VA 22042-4525 FALLS CHURCH VA 22042-4525



DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
09/13/1996

4. FEI Number **54-1760725** Applied For
 Not Applicable

5. Certificate of Status Desired **\$8.75** Additional Fee Required

6. Election Campaign Financing **\$5.00** May Be Added to Fees

8. This corporation owes the current year Intangible Personal Property Tax. Yes 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 Country 28 Zip Country

24 25 29 30

9. Name and Address of Current Registered Agent
CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE FL 32301-2525

10. Name and Address of New Registered Agent

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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	FAIRBANK, RICHARD D	1.2 NAME	see attached exhibit A for additional officers
STREET ADDRESS	2980 FAIRVIEW PARK DR #1300	1.3 STREET ADDRESS	
CITY-ST-ZIP	FALLS CHURCH VA 22042-4525	1.4 CITY-ST-ZIP	
TITLE	D <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MORRIS, NIGEL W	2.2 NAME	
STREET ADDRESS	2980 FAIRVIEW PARK DR #1300	2.3 STREET ADDRESS	
CITY-ST-ZIP	FALLS CHURCH VA 22042-4525	2.4 CITY-ST-ZIP	
TITLE	P <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	COHEN, NEIL ANDREW	3.2 NAME	
STREET ADDRESS	2650 PARK TOWER DR #300	3.3 STREET ADDRESS	
CITY-ST-ZIP	VIENNA VA 22180	3.4 CITY-ST-ZIP	
TITLE	V <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	TYLER, DAVID M JR	4.2 NAME	
STREET ADDRESS	2650 PARK TOWER DR #300	4.3 STREET ADDRESS	
CITY-ST-ZIP	VIENNA VA 22180	4.4 CITY-ST-ZIP	
TITLE	S <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	FINNERAN, JOHN G JR	5.2 NAME	
STREET ADDRESS	2980 FAIRVIEW PARK DR #1300	5.3 STREET ADDRESS	
CITY-ST-ZIP	FALLS CHURCH VA 22042-4525	5.4 CITY-ST-ZIP	
TITLE	T <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WILLEY, DAVID M	6.2 NAME	
STREET ADDRESS	2980 FAIRVIEW PARK DR #1300	6.3 STREET ADDRESS	
CITY-ST-ZIP	FALLS CHURCH VA 22042-4525	6.4 CITY-ST-ZIP	

14. I 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, with all other like empowered.

SIGNATURE: _____ **REGISTERED** 4/28/99 Date 703-205-1000 Daytime Phone #

CR2E034 (11/98)

Doc# 545631-90046-49
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EXHIBIT A

America One Communications, Inc.
Corporate Officers and Directors

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Neil Andrew Cohen	2650 Park Tower Dr., Ste. 300 Vienna, VA 22180
Executive Vice President	George M. Overholser	2650 Park Tower Dr., Ste. 300 Vienna, VA 22180
Vice President, Telecommunications Ventures	David M. Tyler, Jr.	2650 Park Tower Dr., Ste. 300 Vienna, VA 22180
Vice President, Segment- Specific Marketing	Leslie Robbins	2650 Park Tower Dr., Ste. 300 Vienna, VA 22180
Vice President, Marketing	Todd Kennedy	2650 Park Tower Dr., Ste. 300 Vienna, VA 22180
Vice President, Director of Operations	Lisa Foote	2650 Park Tower Dr., Ste. 300 Vienna, VA 22180
Treasurer	David M. Willey	2980 Fairview Park Dr., Ste. 1300 Falls Church, VA 22042
Secretary	John G. Finneran, Jr.	2980 Fairview Park Dr., Ste. 1300 Falls Church, VA 22042
Chief Financial Officer	Ted Dunn	2650 Park Tower Dr., Ste. 300 Vienna, VA 22180
Director of Information Technology	Bob Holstein	2650 Park Tower Dr., Ste. 300 Vienna, VA 22180
Business Manager	Rob Finnegan	2650 Park Tower Dr., Ste. 300 Vienna, VA 22180
MIS Manager	Melinda Peacock	2650 Park Tower Dr., Ste. 300 Vienna, VA 22180
Marketing Analyst	David Schropfer	2650 Park Tower Dr., Ste. 300 Vienna, VA 22180

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EXHIBIT A

America One Communications, Inc.
Corporate Officers and Directors

Controller	David Alexander	2980 Fairview Park Dr., Ste. 1300 Falls Church, VA 22042
Senior Finance Manager	Sal Fondaco	2650 Park Tower Dr., Ste. 300 Vienna, VA 22180
Director	Richard D. Fairbank	2980 Fairview Park Drive, Ste. 1400 Falls Church, VA 22042
Director	Nigel W. Morris	2980 Fairview Park Drive, Ste. 1400 Falls Church, VA 22042
Director	Sartag Alag	2650 Park Tower Dr., Ste. 300 Vienna, VA 22180
Director	Paul Halpern	2650 Park Tower Dr., Ste. 300 Vienna, VA 22180
Director	Eric Schweikert	2650 Park Tower Dr., Ste. 300 Vienna, VA 22180
Director	Sanjeev Sardana	2650 Park Tower Dr., Ste. 300 Vienna, VA 22180