SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 30, 1998.
AMOUNT DUE ON OR BEFORE 09/30/98: $550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: $750).

FILED
Sep 03 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998

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

DOCUMENT # F97000000425 (5)

1. Corporation Name
GWI PCS, INC.

Principal Place of Business	Mailing Address
8144 WALNUT HILL LANE, #600 DALLAS TX 75231	8144 WALNUT HILL LANE, #600 DALLAS TX 75231

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21	26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip 24 / Country 25	Zip 29 / Country 30

3. Date Incorporated or Qualified
01/21/1997

4. FEI Number
NOT APPLICABLE
☐ Applied For
☐ Not Applicable

5. Certificate of Status Desired ☒ $8.75 Additional Fee Required

6. Election Campaign Financing Trust Fund Contribution ☐ $5.00 May Be Added to Fees

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. ☐ Yes ☒ No

9. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYS ST.
TALLAHASSEE FL 32301

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 ______________________________ DATE
Signature, typed or printed name of registered agent and title if applicable (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS			13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
TITLE	PD	☐ DELETE	1.1 TITLE	CFO	☒ Change ☒ Addition
NAME	LINQUIST, ROGER D		1.2 NAME	Dennis G. Spickler	
STREET ADDRESS	8144 WALNUT HILL LANE, #600		1.3 STREET ADDRESS	8144 Walnut Hill Lane, #600	
CITY-ST-ZIP	DALLAS TX 75231		1.4 CITY-ST-ZIP	Dallas TX 75231	
TITLE	D	☒ DELETE	2.1 TITLE	SD	☐ Change ☒ Addition
NAME	BARUCH, RALPH M		2.2 NAME	John R. Lister	
STREET ADDRESS	1775 BROADWAY, 8TH FLOOR		2.3 STREET ADDRESS	Same	
CITY-ST-ZIP	NEW YORK NY 10019		2.4 CITY-ST-ZIP		
TITLE	D	☒ DELETE	3.1 TITLE	D	☐ Change ☒ Addition
NAME	HAMILTON, FREDERIC C		3.2 NAME	Albert S. Loverde	
STREET ADDRESS	1560 BROADWAY, #2200		3.3 STREET ADDRESS	Same	
CITY-ST-ZIP	DENVER CO 80202		3.4 CITY-ST-ZIP		
TITLE	D	☒ DELETE	4.1 TITLE	AS	☒ Change ☐ Addition
NAME	SCULLEY, JOHN		4.2 NAME	Corey A. Linquist	
STREET ADDRESS	90 PARK AVE.		4.3 STREET ADDRESS	Same	
CITY-ST-ZIP	NEW YORK NY 10016		4.4 CITY-ST-ZIP		
TITLE	SCFO	☒ DELETE	5.1 TITLE		☐ Change ☐ Addition
NAME	LINQUIST, COREY		5.2 NAME		
STREET ADDRESS	8144 WALNUT HILL LANE, #600		5.3 STREET ADDRESS		
CITY-ST-ZIP	DALLAS TX 75231		5.4 CITY-ST-ZIP		
TITLE	S	☒ DELETE	6.1 TITLE		☐ Change ☐ Addition
NAME	LEONARD, EDWARD M		6.2 NAME		
STREET ADDRESS	2 EMBARCADERO PL., 2200 GENG RD.		6.3 STREET ADDRESS		
CITY-ST-ZIP	PALO ALTO CA 94303		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.

SIGNATURE: Dennis G. Spickler 8/19/98 214-265-2550

CR2E034 (5/98)