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FILED
Apr 29 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 # **F97000002631**
 1. Corporation Name
PAGING NETWORK OF TENNESSEE, INC.

Principal Place of Business: **1000 LEGION PLACE #100 ORLANDO, FL 32801**
 Mailing Address: **4965 PRESTON PARK BLVD., #800 PLANO, TX 75093**

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified: **5/16/97**

4. FEI Number: **62-1560954**

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

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

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION, FL 33324**

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

12. OFFICERS AND DIRECTORS

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

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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*****150.00**

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: *Robert King* VP-FINANCE **4-21-98** 972/985-4100

CR2E034 (10/97)

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STATEMENT A

PAGING NETWORK OF TENNESSEE, INC.

Title	Name	Business Address	Residence Address
President	John P. Frazee, Jr. SS# 229-56-5226	4965 Preston Park Blvd Suite 800 Plano, TX 75093	9512 Bull Headley Rd. Tallahassee, FL 32312
Sr. Vice President	Barry A. Fromberg SS# 173-46-5441	4965 Preston Park Blvd Suite 800 Plano, TX 75093	5401 Kinross Blvd Plano, TX 75093
Vice President	Michael DiMarco SS# 046-60-3757	4965 Preston Park Blvd Suite 800 Plano, TX 75093	3500 Caleche Court Plano, TX 75023
Sr. Vice President	William Scott SS# 443-60-4278	4965 Preston Park Blvd Suite 800 Plano, TX 75093	5000 Old Shepard, #1521 Plano, TX 75093
Sr. Vice President/ Director	Ruth Williams SS# 107-46-7792	4965 Preston Park Blvd Suite 800 Plano, TX 75093	1520 Preston Rd., #1321 Plano, TX 75093
Sr. Vice President	Edward W. Mullinix, Jr. SS# 164-44-9620	4965 Preston Park Blvd Suite 800 Plano, TX 75093	12925 Littleton Bend Rd. Jacksonville, FL 32224
Vice President	Levy Curry SS# 078-40-6446	4965 Preston Park Blvd Suite 800 Plano, TX 75093	6658 Ridgeview Circle Dallas, TX 75240
Vice President	David Gamble SS# 451-78-6413	4965 Preston Park Blvd Suite 800 Plano, TX 75093	2700 Polo Lane Plano, TX 75093
Vice President	Jenny Haynes SS# 467-76-4236	4965 Preston Park Blvd Suite 800 Plano, TX 75093	5730 Buffridge Dallas, TX 75252
Vice President	Doug Ritter SS# 360-56-7435	4965 Preston Park Blvd Suite 800 Plano, TX 75093	3209 Hunter Lane Plano, TX 75093
Vice President/ Director	G. Robert Thompson SS# 453-29-9293	4965 Preston Park Blvd Suite 800 Plano, TX 75093	1421 Eden Valley Plano, TX 75093
Vice President	Ross Holman SS# 456-96-1799	4965 Preston Park Blvd Suite 800 Plano, TX 75093	1612 Woodstock Lane Reston, VA 22094
Secretary	Roger D. Feldman SS# 021-34-1445	150 Federal Street Boston, MA 02110	16 Stony Brook Road Weston, MA 02193
Vice President	Kevin Garrett SS# 420-04-4969	3500 Parkway Lane Suite 450 Norcross, GA 30092	2390 Highbrooke Tr. 316 Duluth, GA 30136
Vice President & General Manager	Thomas Daly SS# 230-96-2718	Four Concourse Pkwy NE Suite 450 Atlanta, GA 30328	1652 Durrett Way Dunwoody, GA 30338
Vice President & General Manager	Jason Gillespie SS#349-50-8188	Corporate East 3000 Technology Plano, TX 75074	5708 Meadowhaven Dr. Plano, TX 75093