

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 02 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 # F97000004741 (1)
 1. Corporation Name

ACC-CELLSTAR, INC.



Principal Place of Business

1730 BRIERCROFT COURT
 CARROLLTON TX 75006

Mailing Address

1730 BRIERCROFT COURT
 CARROLLTON TX 75006

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified

09/09/1997

4. FEI Number

APPLIED FOR - 75-272,333

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

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 D DELETE

NAME BEGAR, DANNY
 STREET ADDRESS 1730 BRIERCROFT COURT
 CITY-ST-ZIP CARROLLTON TX 75006

TITLE PD DELETE

NAME STONE, DAVID
 STREET ADDRESS 2999 NE 191ST ST STE 408
 CITY-ST-ZIP AVENTURA FL 33180

TITLE P DELETE

NAME STONE, DAVID
 STREET ADDRESS 2999 NE 191ST ST STE 408
 CITY-ST-ZIP AVENTURA FL 33180

TITLE V DELETE

NAME GORLOVESKY, HARRY
 STREET ADDRESS 2999 NE 191ST ST STE 408
 CITY-ST-ZIP AVENTURA FL 33180

TITLE DELETE

NAME
 STREET ADDRESS
 CITY-ST-ZIP

TITLE DELETE

NAME
 STREET ADDRESS
 CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE CEO & Chair man of BOARD Change Addition

1.2 NAME Alan H. Goldfield
 1.3 STREET ADDRESS 1730 Briercroft CT
 1.4 CITY-ST-ZIP Carrollton, TX 75006

2.1 TITLE CHIEF operating officer & Director Change Addition

2.2 NAME Richard M. Gozila
 2.3 STREET ADDRESS 1730 Briercroft CT
 2.4 CITY-ST-ZIP Carrollton, TX 75006

3.1 TITLE Senior VP & CFO Change Addition

3.2 NAME Mark G. Huggins
 3.3 STREET ADDRESS 1730 Briercroft CT
 3.4 CITY-ST-ZIP Carrollton, TX 75006

4.1 TITLE VP & Treasurer Change Addition

4.2 NAME Danny Bogar
 4.3 STREET ADDRESS 1730 Briercroft CT
 4.4 CITY-ST-ZIP Carrollton, TX 75006

5.1 TITLE VP & corporate controller Change Addition

5.2 NAME Evelyn Henry Miller
 5.3 STREET ADDRESS 1730 Briercroft CT
 5.4 CITY-ST-ZIP Carrollton, TX 75006

6.1 TITLE VP & secretary Change Addition

6.2 NAME EAAINE FLUD RODRIGUEZ
 6.3 STREET ADDRESS 1730 Briercroft CT
 6.4 CITY-ST-ZIP Carrollton, TX 75006

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:

[Handwritten Signature]

8/24/98

932-411-5721

CR2E034 (5/98)