

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

2. Principal Place of Business
 21 Suite, Apt. #, etc.
 22 City & State
 23 Zip
 24 Country
 25

2a. Mailing Address
 26 Suite, Apt. #, etc.
 27 City & State
 28 Zip
 29 Country
 30

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	<input checked="" type="checkbox"/> DELETE
NAME	BEGAR, DANNY	
STREET ADDRESS	1730 BRIERCROFT COURT	
CITY-ST-ZIP	CARROLLTON TX 75006	
TITLE	PD	<input type="checkbox"/> DELETE
NAME	STONE, DAVID	
STREET ADDRESS	2999 NE 191ST ST STE 408	
CITY-ST-ZIP	AVENTURA FL 33180	
TITLE	P	<input type="checkbox"/> DELETE
NAME	STONE, DAVID	
STREET ADDRESS	2999 NE 191ST ST STE 408	
CITY-ST-ZIP	AVENTURA FL 33180	
TITLE	V	<input type="checkbox"/> DELETE
NAME	GORLOVESKY, HARRY	
STREET ADDRESS	2999 NE 191ST ST STE 408	
CITY-ST-ZIP	AVENTURA FL 33180	
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		
TITLE		<input type="checkbox"/> DELETE
NAME		
STREET ADDRESS		
CITY-ST-ZIP		

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	CEO & Chair man of BOARD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
1.2 NAME	Alan H. Goldfield	Director
1.3 STREET ADDRESS	1730 Briercroft CT	
1.4 CITY-ST-ZIP	Carrollton, TX 75006	
2.1 TITLE	CHIEF operating officer & Director	<input type="checkbox"/> Change <input checked="" type="checkbox"/> 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	<input type="checkbox"/> Change <input checked="" type="checkbox"/> 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	<input type="checkbox"/> Change <input checked="" type="checkbox"/> 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	<input type="checkbox"/> Change <input checked="" type="checkbox"/> 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	<input type="checkbox"/> Change <input checked="" type="checkbox"/> 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: [Signature] DATE: 8/24/98

CR2E034 (5/98)