

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER SEPTEMBER 15, 1999.
 AMOUNT DUE ON OR BEFORE 09/15/99: \$550 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$750).

0120279

PROFIT CORPORATION ANNUAL REPORT 1999	 FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILED
 99 JUL 26 AM 11:58
 SECOND FLORIDA STATE
 TALLAHASSEE, FLORIDA

DOCUMENT # F97000004741
 1. Corporation Name
ACC-CELLSTAR, INC.



Principal Place of Business 1730 BRIERCROFT COURT CARROLLTON TX 75006	Mailing Address 1730 BRIERCROFT COURT CARROLLTON TX 75006
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DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified 09/09/1997	4. FEI Number 75-2723331	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input checked="" type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes the current year Intangible Personal Property. <input type="checkbox"/> Yes <input type="checkbox"/> No		

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

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	300002945873-1
84 City	-07/30/99--01045--016 ****150.00 FL ****150.00

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	VPT	<input type="checkbox"/> DELETE
NAME	BEGAR, DANNY	
STREET ADDRESS	1730 BRIERCROFT COURT	
CITY-ST-ZIP	CARROLLTON TX 75006	
TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	STONE, DAVID	
STREET ADDRESS	2999 NE 191ST ST STE 406	
CITY-ST-ZIP	AVENTURA FL 33180	
TITLE	CEO	<input type="checkbox"/> DELETE
NAME	GOLDFIELD, ALAN H	
STREET ADDRESS	1730 BRIERCROFT CT	
CITY-ST-ZIP	CARROLLTON TX 75006	
TITLE	V	<input checked="" type="checkbox"/> DELETE
NAME	GORLOVESKY, HARRY	
STREET ADDRESS	2999 NE 191ST ST STE 406	
CITY-ST-ZIP	AVENTURA FL 33180	
TITLE	CPOD	<input checked="" type="checkbox"/> DELETE
NAME	GOZIA, RICHARD M	
STREET ADDRESS	1730 BRIERCROFT CT	
CITY-ST-ZIP	CARROLLTON TX 75006	
TITLE	CFOV	<input checked="" type="checkbox"/> DELETE
NAME	HUGGINS, MARK O	
STREET ADDRESS	1730 BRIERCROFT CT	
CITY-ST-ZIP	CARROLLTON TX 75006	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

11 TITLE	VP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	BEGAR, DANNY	
13 STREET ADDRESS	1730 BRIERCROFT CT	
14 CITY-ST-ZIP	CARROLLTON TX 75006	
21 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME		
23 STREET ADDRESS		
24 CITY-ST-ZIP		
31 TITLE	CEO	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	GOLDFIELD, ALAN H.	
33 STREET ADDRESS	1730 BRIERCROFT CT	
34 CITY-ST-ZIP	CARROLLTON, TX 75006	
41 TITLE	VSD	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
42 NAME	ELAINE FLUD RODRIGUEZ	
43 STREET ADDRESS	1730 BRIERCROFT CT	
44 CITY-ST-ZIP	CARROLLTON TX 75006	
51 TITLE	PCOOCFO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
52 NAME	GOZIA, RICHARD M	
53 STREET ADDRESS	1730 BRIERCROFT CT	
54 CITY-ST-ZIP	CARROLLTON TX 75006	
61 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME		
63 STREET ADDRESS		
64 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: *Elaine Flud Rodriguez* Date: **7/19/99** 972-466-5021
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Daytime Phone #

CR2E034 (5/99)