

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Apr 23 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



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

DOCUMENT # **986797**
 1. Corporation Name
ANNISTON-WESTEL COMPANY, INC.

Principal Place of Business Mailing Address
1100 Peachtree Street
Suite 1000
Atlanta, GA 30309

2. Principal Place of Business 2a. Mailing Address
 21 **1100 Peachtree Street** 26 **1100 Peachtree Street**
 Suite, Apt. #, etc. Suite, Apt. #, etc.
 22 **Suite 1000** 27 **S-910**
 City & State City & State
 23 **Atlanta, GA** 28 **Atlanta, GA**
 Zip Country Zip Country
 24 **30309** 25 Country 29 **30309** 30 Country

3. Date Incorporated or Qualified **02/28/1984** 3a. Date of Last Report **04/30/96**
 4. FEI Number **59-2644140** 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 has liability for intangible tax under s. 199.032, Florida Statutes Yes No

9. Name and Address of Current Registered Agent
THE PRENTICE-HALL CORPORATION
SYSTEM, INC.
1201 Hays Street
Suite 105
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 _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

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

11 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12 NAME	
13 STREET ADDRESS	
14 CITY-ST-ZIP	
21 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
22 NAME	
23 STREET ADDRESS	
24 CITY-ST-ZIP	
31 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
32 NAME	
33 STREET ADDRESS	
34 CITY-ST-ZIP	
41 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
42 NAME	
43 STREET ADDRESS	
44 CITY-ST-ZIP	
51 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
52 NAME	
53 STREET ADDRESS	
54 CITY-ST-ZIP	
61 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
62 NAME	
63 STREET ADDRESS	
64 CITY-ST-ZIP	

See attached schedule

G97092900021
-04/02/97--01061--013
*****1155.00**

14. I, the undersigned, 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 13 if changed, or on an attachment with an address.

SIGNATURE: **J. Carbonell** **JOAQUIN R. CARBONELL** **3/26/97 404-299-0934**
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

499.283

**ANNISTON-WESTEL COMPANY, INC.
DIRECTORS AND OFFICERS
as of April 15, 1997**

DIRECTORS

Charles S. Hamm

1100 Peachtree Street
Suite 1000
Atlanta, GA 30309-4599

Benjamin F. Holcomb

1100 Peachtree Street
Suite 1000
Atlanta, GA 30309-4599

Joaquin R. Carbonell

1100 Peachtree Street
Suite 1000
Atlanta, GA 30309-4599

OFFICERS

Benjamin F. Holcomb

President

1100 Peachtree Street
Suite 1000
Atlanta, GA 30309-4599

Vincent R. Clawson

Vice President -
Engineering & Operations

1100 Peachtree Street
Suite 1000
Atlanta, GA 30309-4599

James A. Thorpe

Vice President -
Sales & Marketing

1100 Peachtree Street
Suite 1000
Atlanta, GA 30309-4599

Roy P. McAllister

Vice President -
Corporate Affairs

1100 Peachtree Street
Suite 1000
Atlanta, GA 30309-4599

James W. Glass

Vice President -
Finance and Treasurer

1100 Peachtree Street
Suite 1000
Atlanta, GA 30309-4599

Joaquin R. Carbonell

Vice President -
General Counsel &
Secretary

1100 Peachtree Street
Suite 1000
Atlanta, GA 30309-4599

Joseph H. Grenuk

Vice President -
Region I

1100 Peachtree Street
Suite 900
Atlanta, GA 30309-4599

Eric Hertz

Vice President -
Region II and Operations/
General Manager

c/o Cellular One
1810 W. Bellline Highway
Madison, WI 53713

C. W. Shewbridge, III	Vice President-Taxes	1155 Peachtree Street Room 1922 Atlanta, GA 30309-3610
Nancy J. Davis	Assistant Vice President - Taxes	1155 Peachtree Street Room 16E02 Atlanta, GA 30309-3610
Jerry L. Davis	Assistant Vice President - Taxes	1155 Peachtree Street Room 16E04 Atlanta, GA 30309-3610
Leanne N. Harvey	Assistant Vice President - Taxes	1155 Peachtree Street Room 16H02 Atlanta, GA 30309-3610
Louis Merritt II	Assistant Vice President - Taxes	1155 Peachtree Street Room 16E02 Atlanta, GA 30309-3610
Juliana W. Protiva	Assistant Vice President - Taxes	1155 Peachtree Street Room 16E02 Atlanta, GA 30309-3610
Lynn A. Wentworth	Comptroller	500 Northpark Town Center 1100 Abernathy Road Suite 300 Atlanta, GA 30328
C. Claiborne Barksdale	Assistant Secretary	1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599
David G. Frolio	Assistant Secretary	1133 21st Street, N.W. Washington, D.C. 20036
Kerwin L. Gray	Assistant Secretary	1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599
Joyce Clower Irvine	Assistant Secretary	1155 Peachtree Street Suite 1800 Atlanta, GA 30309-3610
Charleste G. McCoy	Assistant Secretary	1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599
Elizabeth A. Mussell	Assistant Secretary	1100 Peachtree Street Suite 910 Atlanta, GA 30309-4599
Anath Qualls	Assistant Treasurer	500 Northpark Town Center 1100 Abernathy Road Suite 300 Atlanta, GA 30328