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Mar 20 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 # K04936 (6)
1. Corporation Name
METROPOLIS CELLULAR, INC.



DO NOT WRITE IN THIS SPACE

Principal Place of Business 300 N. OLD DIXIE HWY SUITE 105 JUPITER FL 33458		Mailing Address 300 N. OLD DIXIE HWY SUITE 105 JUPITER FL 33458	
2. Principal Place of Business		2a. Mailing Address	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.
22	City & State	27	City & State
23	Zip	28	Country
24	Country	29	Zip
9. Name and Address of Current Registered Agent GOLIGHTY RICHARD E 300 N OLD DIXIE HWY #105 JUPITER FL 33458		10. Name and Address of New Registered Agent	
81 Name		82 Street Address (P.O. Box Number is Not Acceptable)	
83		84 City	
85 Zip Code		FL	

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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	DPS	1.1 TITLE	
NAME	GOLIGHTLY, RICHARD E.	1.2 NAME	
STREET ADDRESS	300 N. OLD DIXIE HWY #105	1.3 STREET ADDRESS	
CITY-ST-ZIP	JUPITER FL 33458	1.4 CITY-ST-ZIP	
TITLE		2.1 TITLE	VP, T
NAME		2.2 NAME	Golightly, Debra
STREET ADDRESS		2.3 STREET ADDRESS	300 N Old Dixie Hwy #105
CITY-ST-ZIP		2.4 CITY-ST-ZIP	Jupiter FL 33458
TITLE		3.1 TITLE	
NAME		3.2 NAME	
STREET ADDRESS		3.3 STREET ADDRESS	
CITY-ST-ZIP		3.4 CITY-ST-ZIP	
TITLE		4.1 TITLE	
NAME		4.2 NAME	
STREET ADDRESS		4.3 STREET ADDRESS	
CITY-ST-ZIP		4.4 CITY-ST-ZIP	
TITLE		5.1 TITLE	
NAME		5.2 NAME	
STREET ADDRESS		5.3 STREET ADDRESS	
CITY-ST-ZIP		5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 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 recipient of a 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 only as a filer without an address.

SIGNATURE _____ 3-11-98 51-747-9187

CP2E034 (10/97)