

File on or before May 1, 1999 or Limited Liability Company will be subject to a \$ 400.00 LATE FEE.

LIMITED LIABILITY COMPANY ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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FILED
 09 MAY -3 PM 5:00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILING FEE	Annual Report \$100.00 + \$88.75 Corporation Supplemental Fee
\$ 188.75	Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company	DOCUMENT # M97000000899 WIRELESS BROADBAND SERVICES OF AMERICA, LLC 9250 E. COSTILLA AVE., SUITE 325 ENGLEWOOD CO 80112
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1a. Principal Place of Business Address 9250 E. COSTILLA AVE., SUITE ENGLEWOOD CO 80112

2. Principal Place of Business	2a. Mailing Address	3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.	Suite, Apt. #, etc.	12/31/1997	DE
City & State	City & State	4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	36-4196556	5. Date of Last Report
		08/14/1998	6. Certificate of Status Desired
			<input checked="" type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324	8. Name and Address of New Registered Agent/Office
	Name
	Street Address (P.O. Box Number is Not Acceptable)
	Suite, Apt. #, etc.
	City
	Zip Code
	FL

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company 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 affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when re-appointing)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MEM	WBS AMERICA, LLC	9250 E. COSTILLA AVE., SUI	ENGLEWOOD CO
MGR	WIRELESS BROADCASTIN,	9250 E. COSTILLA AVE., SUI	ENGLEWOOD CO

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Handwritten Signature

11. I do 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 is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: *Robert Dixon* CONTROLLER WIRELESS BROADCASTING SYSTEMS OF AMERICA, ITS MANAGER 4/30/99 (303) 649-1195
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER