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May 02 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 # P04877 (7)

1. Corporation Name:
MOTOROLA CELLULAR SERVICE, INC.



Principal Place of Business
1303 E. ALGONQUIN RD.
SCHAUMBURG IL 60196

Mailing Address
1303 E. ALGONQUIN RD.
SCHAUMBURG IL 60196-4041

3. Date Incorporated or Qualified 02/04/1985	3a. Date of Last Report 04/08/1996
4. FEI Number 36-3268790	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input 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 has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

81 Name
82 Street Address (P.O. Box Number is Not Acceptable)
83
84 City
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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD STAIANO, EDWARD 1303 E. ALGOONQUIN RD SCHAUMBURG IL CITY-ST-ZIP	1.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	VD EARHART, STEPHEN 1303 E. ALGOONQUIN RD SCHAUMBURG IL CITY-ST-ZIP	1.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS	VP MCCLAIN, CHRISTOPHER G 1303 E ALGOONQUIN RD SCHAUMBURG IL CITY-ST-ZIP	1.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP	S LAWSON, A PETER 1303 E ALGONQUIN RD SCHAUMBURG IL CITY-ST-ZIP	1.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE	VPD KOENEMANN, CARL 1301 E. ALGONQUIN RD. SCHAUMBURG IL CITY-ST-ZIP	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	AS DYBALA, RAY A. 1303 E. ALGOONQUIN RD SCHAUMBURG IL CITY-ST-ZIP	2.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		2.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP		2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		3.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		3.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP		3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		4.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		4.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP		4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		5.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		5.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP		5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	<input type="checkbox"/> Change <input type="checkbox"/> Addition
STREET ADDRESS		6.3 STREET ADDRESS	<input type="checkbox"/> Change <input type="checkbox"/> Addition
CITY-ST-ZIP		6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. 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 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: *Sandra B. Mortham* April 23, 1997
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR ASSIST. SECRETARY

CR2E034 (9/96)

MOTOROLA CELLULAR SERVICE, INC.

Apr-97

PRINCIPAL PLACE OF BUSINESS:

1502 W. SHURE DRIVE
ARLINGTON HTS, IL

DIRECTORS:

CARL F. KOENEMANN
ROBERT WEISSHAPPEL
STEPHEN P. EARHART

OFFICERS:

ROBERT WEISSHAPPEL
CHRISTOPHER G. MCCLAIN
STEPHEN P. EARHART
CARL F. KOENEMANN
GERRY LENK
GERRY G. LENK
WOLF PAVLOK
SUZETTE STEIGER
PAUL STANFORD
GARTH L. MILNE
A. PETER LAWSON
MARYANN CLIFFORD
RAY A. DYBALA
WILLIAM C. FOX
RICHARD D. HANING
TERI J. VALENTINE
RICHARD H. WEISE

PRESIDENT

VICE-PRESIDENT & GENERAL MANAGER

VICE PRESIDENT

VICE PRESIDENT

VICE PRESIDENT

VICE PRESIDENT

VICE PRESIDENT

VICE PRESIDENT

VICE PRESIDENT

TREASURER

SECRETARY

ASST. SECRETARY

ASST. SECRETARY

ASST. SECRETARY

ASST. SECRETARY

ASST. SECRETARY

ASST. SECRETARY & CONTROLLER