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Mar 06 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 # P12182 (2)

1. Corporation Name  
PACTEL PROPERTIES-GAINESVILLE, INC.



Principal Place of Business Mailing Address  
130 KEARNY ST.  
ROOM 3609  
SAN FRANCISCO CA 94108  
US 130 KEARNY ST.  
ROOM 3609  
SAN FRANCISCO CA 94108-4822  
US

3. Date Incorporated or Qualified 11/18/1986 3a. Date of Last Report 03/11/1996

4. FEI Number 94-2995125 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

2. Principal Place of Business 2a. Mailing Address

21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.

22 City & State 27 City & State

23 Zip Country 28 Zip Country

24 25 29 30

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

PRENTICE-HALL CORPORATION SYSTEM, INC.  
1201 HAYES ST.  
STE. 105  
TALLAHASSEE FL 32301

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 13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	AS	DELETE
NAME	CHUNG, J. E.	
STREET ADDRESS	130 KEARNY STREET	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	S	DELETE
NAME	HENRY, DUANE G	
STREET ADDRESS	130 KEARNY ST., ROOM 3609	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	EF	DELETE
NAME	BARNES, L. T	
STREET ADDRESS	130 KEARNY ST.	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	PDC	DELETE
NAME	MILLER, W M	
STREET ADDRESS	130 KEARNY ST.	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	AS	DELETE
NAME	ROEMER, E. K	
STREET ADDRESS	130 KEARNY ST., ROOM 3609	
CITY-ST-ZIP	SAN FRANCISCO CA	
TITLE	D	DELETE
NAME	DOWNING, W. E	
STREET ADDRESS	130 KEARNY ST.	
CITY-ST-ZIP	SAN FRANCISCO CA	

1.1 TITLE	AS	Change	Addition
1.2 NAME	BOYETTE, J. D.		
1.3 STREET ADDRESS	130 KEARNY STREET		
1.4 CITY-ST-ZIP	SAN FRANCISCO, CA		
2.1 TITLE		Change	Addition
2.2 NAME			
2.3 STREET ADDRESS			
2.4 CITY-ST-ZIP			
3.1 TITLE		Change	Addition
3.2 NAME			
3.3 STREET ADDRESS			
3.4 CITY-ST-ZIP			
4.1 TITLE		Change	Addition
4.2 NAME			
4.3 STREET ADDRESS			
4.4 CITY-ST-ZIP			
5.1 TITLE		Change	Addition
5.2 NAME			
5.3 STREET ADDRESS			
5.4 CITY-ST-ZIP			
6.1 TITLE		Change	Addition
6.2 NAME			
6.3 STREET ADDRESS			
6.4 CITY-ST-ZIP			

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: J. W. Boyette, J. W. BOYETTE, ASSISTANT SECRETARY 2/7/97

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Date Daytime Phone #

CR2E034 (9/96)