

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

FILED
Apr 23 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P22878 (3)

1. Corporation Name
AG COMMUNICATION SYSTEMS CORPORATION

Principal Place of Business 2500 WEST UTOPIA ROAD PHOENIX AZ 85027	Mailing Address 2500 WEST UTOPIA ROAD PHOENIX AZ 85027
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip Country 24	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip Country 29
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3. Date Incorporated or Qualified 02/06/1989	
4. FEI Number 36-3615308	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 owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

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

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	P	<input type="checkbox"/> DELETE
NAME	APPLEGATE, WILLIAM M	
STREET ADDRESS	12241 N 74TH ST	
CITY-ST-ZIP	SCOTTSDALE AZ 85280	
TITLE	VS	<input type="checkbox"/> DELETE
NAME	MAHON, JAMES J., JR.	
STREET ADDRESS	POST OFFICE BOX 5446 N/A	
CITY-ST-ZIP	CAREFREE AZ 85377	
TITLE	T	<input type="checkbox"/> DELETE
NAME	COLE, DONALD J.	
STREET ADDRESS	5116 E. KATHLEEN	
CITY-ST-ZIP	SCOTTSDALE AZ 85254	
TITLE	VPC	<input type="checkbox"/> DELETE
NAME	HARAZIN, DAVID G	
STREET ADDRESS	6135 E. CAMP BELLO DRIVE	
CITY-ST-ZIP	SCOTTSDALE AZ	
TITLE	VP	<input type="checkbox"/> DELETE
NAME	HOPPE, DALE R	
STREET ADDRESS	8307 E DAVENPORT DRIVE	
CITY-ST-ZIP	SCOTTSDALE AZ 85260	
TITLE	V	<input type="checkbox"/> DELETE
NAME	SCHULZ, CHARLES	
STREET ADDRESS	13411 N 16TH PLACE	
CITY-ST-ZIP	PHOENIX AZ 85022	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12		
1.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME		
3.3 STREET ADDRESS		
3.4 CITY-ST-ZIP		
4.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME		
4.3 STREET ADDRESS		
4.4 CITY-ST-ZIP		
5.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME		
5.3 STREET ADDRESS		
5.4 CITY-ST-ZIP		
6.1 TITLE		<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME		
6.3 STREET ADDRESS		
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 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.

CR2E034 (10/97)

AG COMMUNICATION SYSTEMS CORPORATION

2500 West Utopia Road
Phoenix, AZ 85027
(602) 582-7000

DIRECTORY OF OFFICERS AND DIRECTORS

OFFICERS

NAME AND TITLE	RESIDENCE ADDRESS	RESIDENCE TELEPHONE
WILLIAM M. APPLGATE President	12241 N. 74th Street Scottsdale, AZ 85260	(602) 998-4883
DAVID G. HARAZIN Group Vice President Operations	6135 E. Campo Bello Dr. Scottsdale, AZ 85254	(602) 368-1316
DALE R. HOPPE Vice President-Human Resources	8307 E. Davenport Drive Scottsdale, AZ 85260	(602) 998-0345
JAMES J. MC MAHON, JR. Vice President, General Counsel and Secretary	P.O. Box 5446 37415 Dream Street Carefree, AZ 85377	(602) 488-4231
CHARLES R. SCHULZ Chief Technical Officer Office of Technology	P.O. Box 2800-306 7435 East Sundance Trail Carefree, AZ 85377	(602) 488-7932
JEFFREY W. SEIGEL Vice President & General Manager Switching Group	24801 N. 84th Street Scottsdale, AZ 85255	(602) 502-0342
DONALD J. COLE Treasurer	5116 E. Kathleen Scottsdale, AZ 85254	(602) 493-2130
GREGORY G. HENDRICKS Assistant Secretary	9818 North 86th Street Scottsdale, AZ 85258	(602) 998-7102

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Phoenix, AZ 85027
(602) 582-7000

DIRECTORS

	RESIDENCE ADDRESS	RESIDENCE TELEPHONE	BUSINESS ADDRESS
FRANK A. D'AMELIO	12 Mattben Dr. Warren, NJ 07059	(732) 805-3305	283 King George Rd. Warren, NJ 07059
BRUCE CARSWELL	16 Highland Way Scarsdale, NY 10583	(914) 723-9388	One Stamford Forum Stamford, CT 06904
MICHAEL B. ESSTMAN	225 Steeplechase Drive Irving, TX 75062-3847	(214) 650-1102	600 Hidden Ridge Irving, TX 75038
PETER LESSEK	745 Chesterfield Ave. Naperville, IL 60540	(630) 527-8029	2000 N. Naperville Rd. Naperville, IL 60566
THOMAS E. MADER	1002 Independence Court Southlake, TX 76092	(817) 424-1260	909 E Las Colinas Blvd Irving, TX 75039
D. OTIS WOLKINS	10428 Demaret Dr. Fountain Hills, AZ 85268	(602) 837-0021	600 Hidden Ridge Irving, TX 75038
GERALD L. ZIELINSKI	429 68th Street Downers Grove, IL 60516	(708) 963-6028	2500 Warrenville Road Lisle, IL 60532